

September 03, 2024

To,
Dy. General Manager
Department of Corporate Services,
BSE Ltd.,
P. J. Towers, Dalal Street,
Fort, Mumbai – 400 001.

To,
The Manager – Listing,
National Stock Exchange of India Ltd.,
Plot No. C/1, G Block,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051.

Ref: Scrip Code: 532296

Ref: Scrip Name: GLENMARK

Dear Sir/ Madam,

Sub: Notice of 46th Annual General Meeting of the Company for F.Y. 2023-24 as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Further to our letter dated August 26, 2024 and pursuant to Regulation 30 of the Listing Regulations, enclosed please find herewith the Notice and Explanatory Statement convening the 46th Annual General Meeting (AGM) scheduled to be held on Friday, September 27, 2024 at 2.00 p.m. IST through Video Conferencing (VC) / Other Audio-Visual Means (OAVM).

The notice of AGM is being sent to all the members whose email ids have been registered with the Company. The Company is pleased to provide to its members the facility to exercise their right to vote on the resolutions proposed to be passed at the AGM by electronic means. Only Shareholders, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. Tuesday, September 20, 2024, shall be entitled to avail the e-voting facility.

The remote e-voting facility commences on Tuesday, September 24, 2024 from 9.00 a.m. (IST) and ends on Thursday, September 26, 2024 at 5.00 p.m. (IST).

Thanking You

Yours Faithfully,

For Glenmark Pharmaceuticals Limited

Harish Kuber
Company Secretary & Compliance Officer

Encl: As above

Glenmark Pharmaceuticals Ltd.

Glenmark House, B D Sawant Marg, Andheri (E), Mumbai 400 099

T: 91 22 4018 9999 F: 91 22 4018 9988 CIN No: L24299MH1977PLC019982 W: www.glenmarkpharma.com

Registered office: B/2, Mahalaxmi Chambers, 22 Bhulabhai Desai Road, Mumbai 400 026 E: complianceofficer@glenmarkpharma.com



GLENMARK PHARMACEUTICALS LIMITED

Registered Office: B/2, Mahalaxmi Chambers, 22, Bhulabhai Desai Road, Mumbai - 400 026
Corporate Office: Glenmark House, B. D. Sawant Marg, Chakala, Off Western Express Highway,
Andheri (E), Mumbai - 400 099. Tel No:-91 22 4018 9999 Fax No: 91 22 4018 9986
CIN: L24299MH1977PLC019982
Website: www.glenmarkpharma.com; Email: complianceofficer@glenmarkpharma.com

NOTICE

Notice is hereby given that the Forty Sixth Annual General Meeting (“AGM”) of the Company will be held on Friday, 27 September 2024 at 2.00 p.m. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Standalone Financial Statements for the Financial Year ended 31 March 2024 together with the reports of the Board and Auditors thereon.
2. To receive, consider, approve and adopt the Audited Consolidated Financial Statements for the Financial Year ended 31 March 2024 together with the report of the Auditors thereon.
3. To declare dividend of ₹ 2.50/- per equity share for the financial year 31 March 2024.
4. To appoint a Director in place of Mr. Glenn Saldanha (DIN 00050607), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

5. **To ratify remuneration of the cost auditor for the financial year ending 31 March 2025:**

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

“**RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of ₹ 2.54 million excluding applicable taxes and reimbursement of actual travel and out-of-pocket expenses as approved by the Board of Directors of the Company to be paid to M/s. R A & Co., Cost Auditors (Firm No. - 000242) of the Company for the conduct of the cost audit for the financial year ending 31 March 2025, be and is hereby ratified and confirmed.”

By Order of the Board of Directors
For Glenmark Pharmaceuticals Limited

Harish Kuber
Company Secretary & Compliance Officer

Registered Office:
B/2, Mahalaxmi Chambers,
22, Bhulabhai Desai Road,
Mumbai - 400 026

Place: Mumbai
Date: 14 August 2024

NOTES:

1. The relative Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ('the Act'), in respect of the business as set out in Item No. 5 above is annexed hereto.
2. The Ministry of Corporate Affairs ("MCA") and Securities and Exchange Board of India ("SEBI"), have vide various circulars has provided an alternative to conduct the General Meetings through VC / OAVM in lieu of physical presence of the Members in the said General Meetings.

Hence, in accordance with these Circulars, the 46th AGM of the Members of the Company is being held through VC/ OAVM. The venue of the Meeting shall be deemed to be the registered office of the Company.

3. In compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA circulars, the 46th AGM of the Members will be held through VC/ OAVM. Hence, Members can attend and participate in the AGM through VC/ OAVM only. The detailed procedure for participating in the meeting through VC/ OAVM is annexed herewith (Refer serial no. 29) and the same will also be available at the website of the Company at www.glenmarkpharma.com.
4. Members will be provided with a facility of electronic voting (e-voting) and for attending the AGM through VC/ OAVM by the National Securities Depository Limited (NSDL) e-voting system i.e. www.evoting.nsdl.com/.
5. Since this AGM is being held pursuant to the MCA and SEBI Circulars through VC/ OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. The facility for joining AGM through VC/OVAM will be available for up to 1,000 Members and Members may join on first come first serve basis. However, the above restriction shall not be applicable to Members holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel(s), the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Scrutinizers etc. Members can login and join 15 (Fifteen) minutes prior to the scheduled time of meeting and window for joining shall be kept open till the expiry of 15 (Fifteen) minutes after the scheduled time.
7. Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, 17 September 2024 to Friday, 27 September 2024 (both days inclusive) for ascertaining the names of the shareholders to whom the dividend, if declared at the AGM, is payable. The dividend, if declared at the AGM, will be paid on or after Tuesday, 01 October 2024 to those persons: -
 - a) whose names appear as beneficial owners as at the end of the business hours on Monday, 16 September 2024 in the list of beneficial owners to be furnished by NSDL and Central Depository Services (India) Limited (CDSL) in respect of the shares held in electronic form; and
 - b) whose names appear as Members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company / Registrar and Share Transfer Agents viz M/s. KFin Technologies Limited. ("KFinTech").
9. In respect of shares held in electronic form, the dividend will be payable on the basis of the beneficial ownership as per details furnished by NSDL and CDSL, for this purpose.
10. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act and the Certificate from the Secretarial Auditor of the Company under Regulation 13 of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 will be available for inspection by the Members in electronic mode during the AGM. Members who wish to inspect, may send their request through an email at complianceofficer@glenmarkpharma.com up to the date of AGM.
11. Members seeking any information with regard to accounts are requested to write to the Company Secretary at least ten days in advance, to enable the Company to keep the information ready.
12. SEBI, vide its various circulars has simplified the process for investor service requests. Accordingly, the companies shall process the following service requests viz. issue of duplicate securities certificate; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition in dematerialised form only. In view of the same and to eliminate all risks associated with physical shares and

avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or KFinTech, for assistance in this regard.

13. The Members holding shares in Demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP. In case of any queries/ difficulties in registering the e-mail address, Members may write to complianceofficer@glenmarkpharma.com or einward.ris@kfintech.com, and Members holding shares in physical mode are requested to update their email addresses with the Company's RTA at einward.ris@kfintech.com. Members may follow the process detailed below for registration of email ID:

Type of Holder	Process	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, KFin Technologies Limited either by email to einward.ris@kfintech.com or by post to Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032.	
	To register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR - 1
	Update of signature of securities holder	Form ISR - 2
	For nomination as provided in the Rules 19 (1) of Companies (Share capital and debenture) Rules, 2014	Form SH-13
	Declaration to opt out	Form ISR - 3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of Nominee	Form SH-14
	Form for requesting issue of Duplicate Certificate and other service requests for shares held in physical form	ISR 4
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	

14. Non-resident Indian shareholders are requested to inform immediately about the following to the Company or KFinTech or the concerned Depository Participant, as the case may be:

- a) The change in the residential status on return to India for permanent settlement.
- b) The particulars of the NRE Account with a Bank in India, if not furnished earlier.

15. National Automated Clearing House (NACH):

To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company has provided NACH facility to the Members for the remittance of dividend.

- a) Members holding shares in physical form and desirous of availing this facility are requested to provide their latest bank account details (Core Banking Solutions Enabled Account Number, 9 digit MICR and 11 digit IFS Code), along with their Folio Number, to KFinTech.
- b) Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the depository participant of the Members.

16. SEBI has directed companies to credit the dividends electronically to the Member's bank account. All Members who are yet to update their Bank details are requested to do the same, so that the dividend can be credited electronically. Members who hold shares in dematerialized form should inform their Depository Participant(s) and such Members holding shares in physical form should inform KFinTech, their Bank details viz. Bank Account Number, Name of the Bank and Branch details and MICR Code. Those Members who have earlier provided the above information should update the details, if required.

17. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in dematerialized form are therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to KFinTech.

18. The MCA has notified provisions relating to unpaid/unclaimed dividend under Sections 124 and 125 of Act and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these Rules, dividends which

are not encashed / claimed by the shareholder for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. The new IEPF Rules mandate the companies to transfer the shares of shareholders whose dividends remain unpaid / unclaimed for a period of seven consecutive years to the demat account of IEPF Authority. Hence, the Company urges all the shareholders to encash/ claim their respective dividend during the prescribed period. The details of the unpaid / unclaimed amounts lying with the Company as on 29 September 2023 i.e. the date of last Annual General Meeting are available on the website of the Company www.glenmarkpharma.com and on the website of MCA. The shareholders whose dividend/ shares are/ will be transferred to the IEPF Authority can now claim their shares from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority www.iepf.gov.in.

19. Members are requested to contact KFinTech/the Company for encashing the unclaimed dividends standing to the credit of their account. The dividend history is available on 'Investor Relations' page on the website of the Company viz. www.glenmarkpharma.com.
20. In view of the 'Green Initiative in Corporate Governance' introduced by the MCA and in terms of the provisions of the Act, all Members who are holding shares of the Company in physical mode, are required to register their Email ids, so as to enable the Company to send all notices/ reports/ documents/ intimations and other correspondence, etc. through Emails, in the electronic mode instead of receiving physical copies of the same. The physical copy of the Integrated Annual Report will be sent to only those members who request the same at complianceofficer@glenmarkpharma.com mentioning their Folio No./ DP ID and Client ID. The Members holding shares in dematerialized form, who have not registered their Email ids with Depository Participant(s), are requested to register/update their Email ids with their Depository Participant(s).
21. Members may note that the Notice of the AGM and Annual Report 2023-24 will also be available on the Company's website www.glenmarkpharma.com and website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and also on website of the NSDL i.e. www.evoting.nsdl.com/.
22. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.
23. The Company has fixed Friday, 20 September 2024 as cut-off date for determining the eligibility of Members entitled to vote at the AGM. The remote e-voting shall remain open for a period of 3 days commencing from Tuesday, 24 September 2024, 9.00 a.m. IST to Thursday, 26 September 2024, 5.00 p.m. IST (both days inclusive).
24. The Company has appointed Mr. Surjan Singh Rauthan, Practicing Company Secretary, proprietor of M/s S. S. Rauthan & Associates, Company Secretaries, Mumbai (FCS 4807; COP 3233) as Scrutinizer to scrutinize the e-voting process in fair and transparent manner. The Scrutinizer will submit his report to the Chairman & Managing Director /Executive Director after completion of the scrutiny and the results of the e-voting within 2 working days of the conclusion of the AGM i.e. on or before Tuesday, 1 October 2024 at the Corporate office of the Company at Glenmark House, B. D. Sawant Marg, Chakala, Off. Western Express Highway, Andheri (E), Mumbai – 400099, India. The Scrutinizer's decision on the validity of votes cast will be final.
25. The documents referred to in the Notice/ Explanatory Statement will be available for inspection by the Members of the Company at the Corporate Office of the Company between 11:00 a.m. and 1:00 p.m., on any working day of the Company up to and including the date of the Meeting. Members who wish to seek inspection, may send their request through an email at complianceofficer@glenmarkpharma.com up to the date of AGM.

26. **TDS on Dividend paid to Shareholder**

For Resident shareholder

As per section 194 of Income Tax Act, 1961 every Company is required to deduct tax at source from dividend paid to resident shareholders as per prescribed rates. But no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during the Financial Year 2024-25 does not exceed ₹ 5,000.

Further, if the resident individual shareholder provides declaration in Form 15G/ Form 15H, no TDS shall be applicable.

Please note that as per section 206AB the tax shall be deductible at the higher rates prescribed under this provision if the following conditions are satisfied:

- Deductee (shareholder) has not filed the return of income for both 2022-23 and 2023-24.
- The due date to file such return of income, as prescribed under section 139, has expired; and
- The aggregate amount of tax deducted and collected at source is ₹ 50,000 or more in each of these 2 previous years

Also, shareholders who are required to link their Aadhaar number with their PAN in terms of the provisions of Section 139AA (2) of the act, it is advisable to link their PAN with Aadhaar in order to avoid higher rate of TDS.

TDS Rates applicable to Resident Shareholder: -

Shareholders having valid PAN	10% or as notified by the Government of India
Shareholders not having PAN / valid PAN / PAN not linked with Aadhaar, as applicable.	20% or as notified by the Government of India
Shareholder considered as a specified person in term of section 206AB.	20% or as notified by the Government of India

For Non Resident Shareholder

As per Income Tax Act, 1961 the rate of withholding tax is 20% (plus applicable surcharge and cess). However, where a non-resident shareholder is eligible to claim the tax treaty benefit, and the tax rate provided in the respective tax treaty is beneficial to the shareholder, then the rate as per the tax treaty would be applied. In order to avail tax treaty benefits, non-resident shareholders would be required to submit ALL the below documents:

- Tax Residency Certificate for FY 2024-25, the year in which the dividend is received (to be obtained from the Revenue / Tax authorities of the country of which the shareholder is resident)
- E-filled Form 10F as per the format specified under Income Tax Act, 1961
- Copy of PAN Card if available
- Self-declaration of beneficial ownership and not having a PE in India (For Foreign corporation ; For individual non-residents)

All the aforesaid documents can be submitted at link <https://ris.kfintech.com/form15/default.aspx>.

Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/withholding on the dividend amount. Application of beneficial DTAA Rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by the non- resident shareholder.

For All Shareholders

In accordance with rule 37BA of Income Tax Rules, where shares are held by intermediaries/ stock brokers, then such intermediaries/ stock brokers can provide the details of such beneficial shareholders along with self-declaration that the shareholders are the beneficial owners. Hence, the TDS will be applied by the Company on the PAN of the beneficial shareholders.

Please also note that in order to claim credit of TDS deducted by Glenmark Pharmaceuticals Limited, it is mandatory to have valid PAN updated at depository's register. The Company shall not be held liable for unavailability of TDS credit due to invalid/ incorrect PAN available in depository's record. Further, shareholder is required to submit relevant declarations/ documents mentioned above on or before Tuesday, 17 September 2024, in order to avail benefit of lower/Nil rate.

Forms are available on <https://ris.kfintech.com/form15/default.aspx>. Shareholders may also submit any other document as prescribed under the Income Tax Act to claim a lower / Nil withholding tax.

27. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations and various Circulars issued by the MCA the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited ('NSDL') for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
28. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
29. The instructions for Members for remote e-Voting and joining AGM are as under:

How do I vote electronically using NSDL e-voting system?





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

Step 1: Access to NSDL e-voting system

A) Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

Login method for Individual shareholders holding securities in demat 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 Viz. https://eservices.nsd.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 e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp
	<ol style="list-style-type: none"> Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold 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 i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;">   </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;">   </div>

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. Option will be made available to reach e-voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. 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, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, 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	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode 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
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. 1800-21-09911

B) Login Method for e-voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-voting website?

- Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-voting will open.

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

How to cast your vote electronically and join General Meeting on NSDL e-voting system?

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

General Guidelines for shareholders

1. Institutional shareholders (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 ssrauthan@ssrgroupindia.in with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/ Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical_User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, 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 email to complianceofficer@glenmarkpharma.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID 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 complianceofficer@glenmarkpharma.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM 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 system in the AGM.
3. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for remote e-voting.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access by following the steps mentioned above for **Access to NSDL e-voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the "EVEN" of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at complianceofficer@glenmarkpharma.com. The same will be replied by the company suitably.
6. As the Meeting is being conducted through VC/OAVM, Members are encouraged to express their views/send their queries in advance mentioning their name, DP Id / Client Id / Folio Number, and mobile number to complianceofficer@glenmarkpharma.com to enable smooth conduct of the Meeting. Queries received by the Company on the aforementioned Email Id by Tuesday, 17 September 2024, 5:00 P.M. IST shall only be considered and responded.
7. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP Id and Client Id / Folio No., mobile number at complianceofficer@glenmarkpharma.com on or before Tuesday, 17 September 2024, 5:00 P.M. IST . Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.
8. When a pre-registered speaker is invited to speak at the meeting but does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
9. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the AGM.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Item No. 5 – Ordinary Resolution:

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Board shall appoint an individual who is a Cost Accountant in practice or a Firm of Cost Accountants in practice as a Cost Auditor on the recommendation of the Audit Committee, which shall also recommend remuneration for such Cost Auditor. The remuneration recommended by Audit Committee shall be considered and approved by the Board and ratified by the shareholders of the Company.

On recommendation of Audit Committee at its meeting held on 23 May 2024, the Board at its meeting held on 24 May 2024 considered and approved appointment of M/s. R A & Co., Cost Accountants, (Firm No. - 000242) for the conduct of the cost audit of cost records of the Company at a remuneration of ₹ 2.54 million excluding applicable taxes and reimbursement of actual travel and out-of-pocket expenses for the Financial Year ending 31 March 2025.

The Board, accordingly, recommends the passing of the ordinary resolution as set out at Item No. 5 of this Notice, for the approval of the Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

By Order of the Board of Directors

For Glenmark Pharmaceuticals Limited

Harish Kuber

Company Secretary & Compliance Officer

Registered Office:

B/2, Mahalaxmi Chambers,
22, Bhulabhai Desai Road,
Mumbai - 400 026

Place: Mumbai

Date: 14 August 2024

ANNEXURE

DETAILS OF DIRECTOR RECOMMENDED FOR APPOINTMENT/ RE-APPOINTMENT

Pursuant to 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on General Meetings

Full Name	Mr. Glenn Mario Saldanha
Director Identification Number (DIN)	00050607
Age	54 years
Original Date of Appointment	12 October 1998
Qualification	Master of Business Administration (MBA) - the Leonard N. Stern School of Business, New York University; Graduate in Pharmacy- the University of Mumbai
Experience and Expertise	<p>Mr. Glenn Saldanha is the Chairman & Managing Director of Glenmark Pharmaceuticals Limited. He joined the Company in 1998 as Director and took over as Managing Director & CEO in 2000.</p> <p>As Chairman & Managing Director of the Company, Mr. Saldanha oversees all operations of the organization. During his tenure, he transformed Glenmark into a truly global organization. Under his leadership, Glenmark has evolved from an Indian branded generics business, into a research driven and innovation-led organization.</p> <p>Mr. Saldanha holds experience in Pharmaceutical Industry and expertise in Science – Technology, Strategy, Finance and Accounts, Corporate Governance, Human resource and General Management and Risk Management.</p>
Terms & Conditions of appointment/ re-appointment	Chairman & Managing Director of the Company, liable to retire by rotation.
Remuneration last drawn (including sitting fees)	₹ 168.61 Million
Remuneration to be paid	As approved by shareholders via Postal Ballot Notice dated 7 April 2022
Number of Board Meetings attended during FY 2023-24	Held – 7 Attended - 7
Shares held in the Company as on 31 March 2024 and % of paid-up Share (including shareholding as a beneficial owner)	Direct holding in the Company – 9,83,439 Equity Shares (0.35%) Shareholding as a beneficial owner – 8.59% (through Saldanha Family Trust)
Relationship with other directors and KMP	Son of Mrs. Blanche Saldanha, Non-Executive Director Brother of Mrs. Cherylann Pinto, Executive Director – Corporate Services
Member/ Chairperson of committees of the Company	Chairman – Risk Management Committee Chairman – Environment Social Governance Committee Chairman – Operations Committee Member – Nomination and Remuneration Committee
Directorships held in other companies	<ol style="list-style-type: none"> 1. Glenmark Holding S.A. 2. Glenmark Specialty S.A. 3. Ichnos Sciences Inc. USA 4. Glenmark Healthcare Limited
Membership of committees held in other companies	None
Chairpersonship of committees held in other companies	None
Listed entities from which the person has resigned in the past three years	Glenmark Life Sciences Limited (w.e.f. 6 March 2024)