



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 Fifth Annual General Meeting (“AGM”) of the Company will be held on Friday, 29 September 2023 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 2023 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 2023 together with the report of the Auditors thereon.
3. To declare dividend on Equity Shares.

SPECIAL BUSINESS:

4. To re-appoint Mrs. Blanche Saldanha as director liable to retire by rotation:

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

“**RESOLVED THAT** pursuant to Section 152(6) of the Companies Act, 2013 and the Rules made thereunder, Mrs. Blanche Saldanha (DIN 00007671), aged 83 years, a Non-Executive Director of the Company, who is liable to retire by rotation at this Annual General Meeting of the Company, and being eligible, has offered herself for re-appointment, be and is hereby re-appointed as a Non-Executive Director of the Company, liable to retire by rotation.”

5. To ratify remuneration of the cost auditor for the financial year ending 31 March 2024:

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 ₹2.31 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 Sevekari, Khare & Associates, Cost Auditors of the Company for the conduct of the cost audit for the financial year ending 31 March 2024, be and is hereby ratified and confirmed.”

6. To re-appoint Ms. Sona Saira Ramasastry 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, 150 and 152 read along with Schedule IV to the Companies Act, 2013 (‘the Act’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Ms. Sona Saira Ramasastry (DIN: 08398547) who was appointed as an Independent Director not liable to retire by rotation and whose term expires on 31 March 2024 be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation to hold office for a second term of 5 (five) consecutive years commencing from 1 April 2024 up to 31 March 2029.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

By Order of the Board

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: 11 August 2023

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. 4, 5 and 6 above and the relevant details of the Directors seeking re-appointment under Item No. 4 and 6 above as required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) and as

required under Secretarial Standards - 2 on General Meetings issued by The Institute of Company Secretaries of India is annexed hereto.

2. The Ministry of Corporate Affairs ("MCA") vide General Circular No. 10/2022 dated 28 December 2022 and Securities and Exchange Board of India ("SEBI"), vide various circulars has dismissed the requirement for physical attendance of the Members to the AGM.

Hence, in accordance with these Circulars, the 45th 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 Regulations and MCA circulars, the 45th 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. 31) 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/OAVM 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, 19 September 2023 to Friday, 29 September 2023 (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, 3 October 2023 to those persons: -
 - a) whose names appear as beneficial owners as at the end of the business hours on Monday, 18 September 2023 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 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. As per the SEBI Circular, the Company/ RTA can entertain a shareholder's service request only upon the provision of PAN, KYC details and nomination information. Any folios for which PAN, KYC and nomination details are missing on or after 1 October 2023, shall be frozen and will be ineligible for lodging a grievance/service request. Such folios will also not be eligible for receipt of any payment, including dividends, through the physical mode.
 14. Folios remaining frozen till 31 December 2025 will be referred by the RTA/ the Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002.
 15. Accordingly, 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.	

16. 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.
17. 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.
18. 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.
19. 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.
20. The MCA has notified provisions relating to unpaid/unclaimed dividend under Sections 124 and 125 of the 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 27 September 2022 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.
21. Members are requested to contact KFintech/Company for encashing the unclaimed dividends standing to the credit of their account. The detailed dividend history is available on 'Investor Relations' page on the website of the Company viz. www.glenmarkpharma.com
22. 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 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).
23. Members may note that the Notice of the AGM and Annual Report for F.Y. 2022-23 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/

24. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.
25. The Company has fixed Friday, 22 September 2023 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, 26 September 2023, IST 9.00 a.m. to Thursday, 28 September 2023, IST 5.00 p.m. (both days inclusive).
26. 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.
27. 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.

28. TDS on Dividend paid to Shareholder

As you may be aware, as per the Income Tax Act, 1961, as amended by the Finance Act, 2020, dividends paid or distributed by the Company after 1 April 2020 shall be taxable in the hands of the shareholders. The Company shall, therefore, be required to deduct tax at source at the time of making the payment of the said Final Dividend to the shareholders, if approved at the AGM.

The TDS rate may vary depending on the residential status and the documents submitted by a shareholder to the Company in accordance with the provisions of the Act. Accordingly, the tax to be deducted for various categories of shareholders along with required documents is provided in Table 1 and 2 below:

Table 1: Resident Shareholder: -

Category of shareholder	Tax Deduction Rate	Exemption applicability/ Documentation requirement
Any resident shareholder	10%	Update the Permanent Account Number (PAN) if not already done with depositories (in case of shares held in demat mode) and with the Company's Registrar and Transfer Agents - M/s. KFin Technologies Limited (in case of shares held in physical mode). No deduction of taxes in the following cases - <ul style="list-style-type: none"> • If dividend income to a resident individual shareholder during Financial Year 2023-24 does not exceed ₹ 5,000/- • If shareholder is exempted from TDS provisions through any circular or notification and provides an attested copy of the PAN along with the documentary evidence in relation to the same.
Resident Shareholder submitting Form 15G / Form 15H	NIL	Eligible Resident Shareholder providing Form 15G (applicable to resident individual below the age of 60) / Form 15H (applicable to a resident individual aged 60 years or above) - on fulfilment of prescribed conditions.
Order under section 197 of the Act	Rate provided in the said Order	Lower/NIL withholding tax certificate obtained from Income Tax Authorities.
Insurance Companies: Public & Other Insurance Companies	NIL	Documentary evidence that the provisions of Section 194 of the Act are not applicable.
Corporation established by or under a Central Act which is, under any law for the time being in force, exempt from income-tax on its income.	NIL	Documentary evidence that the Corporation is covered under Section 196 of the Act.
Mutual Funds specified u/s 10(23D)	NIL	Documentary evidence that the Mutual Fund is covered under Section 196 of the Act.
Alternative Investment fund	NIL	Documentary evidence that the fund is covered by Notification No. 51/2015 dated 25 June 2015. (a declaration that its income is exempt u/s 10(23FBA) of the Act and they are established as Category I or Category II AIF under the SEBI regulations along with a copy of registration documents (self attested))
Other resident shareholder without PAN / invalid PAN/ Specified person	20%	For identifying whether shareholder is "Specified Person" as per the provisions of section 206AB, the income tax department has provided functionality check on the tax portal. The Company will be relying on the information verified by the utility available on the Income Tax website portal.

Please Note that:

- a) Permanent Account Number is mandatory to be registered for each Folio/DP id-Client Id. In the absence of a valid PAN, tax will be deducted at a higher rate of 20% as per Section 206AA of the Act and tax credit certificate cannot be generated.
- b) Shareholders holding shares under multiple accounts under different status / category and single PAN, may note that, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.

Table 2: Non-resident Shareholders:

Category of shareholder	Tax Deduction Rate	Exemption applicability/ Documentation requirement
Any non-resident shareholder including Foreign Institutional Investors, Foreign Portfolio Investors (FII, FPI)	20% (plus applicable surcharge and cess) or Tax Treaty rate whichever is lower	<p>Non-resident shareholders may opt for tax rate under Double Taxation Avoidance Agreement ("Tax Treaty"). The Tax Treaty rate shall be applied for tax deduction at source on submission of following documents to the Company:-</p> <ul style="list-style-type: none"> • Copy of the PAN Card, if any, allotted by the Indian authorities. • Self-attested copy of Tax Residency Certificate (TRC) valid as on the AGM date obtained from the tax authorities of the country of which the shareholder is resident • Self-declaration in Form 10F in the attached form. • Self-declaration confirming not having a Permanent Establishment in India and eligibility to Tax Treaty benefit. • Tax identification number in the country of residence • TDS shall be recovered at 20% (plus applicable surcharge and cess) if any of the above-mentioned documents are not provided. <p>The Company is not obligated to apply the Tax Treaty rates at the time of tax deduction/withholding on dividend amounts. Application of Tax Treaty rate shall depend upon the completeness of the documents submitted by the non-resident shareholder and are in accordance with the provisions of the Act.</p>
Submitting Order under Section 197 of the Act	Rate provided in the said Order	Lower/NIL withholding tax certificate obtained from Income Tax authorities.

Note: The Shareholders holding shares under multiple accounts under different status / category and single PAN, may note that, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.

Kindly note that the documents as mentioned in the Table 1 and 2 above are required to be uploaded on the link <https://ris.kfintech.com/form15/default.aspx> on or before Tuesday, 19 September 2023 in order to enable the Company to determine and deduct appropriate TDS / withholding taxes. However, in case, you face any technical difficulties in uploading the document on above link, you may kindly email the scanned documents to complianceofficer@glenmarkpharma.com. Further, it may kindly be noted that no claim shall lie against the Company for such taxes deducted. The relevant forms as may be applicable to the shareholders are available on <https://ris.kfintech.com/form15/default.aspx>.

TDS rate in case of taxpayers in Specified Cases:

The Finance Act, 1961 has inserted the provisions of Section 206AB of the Income Tax Act, 1961 with effect from July 1, 2021, pursuant to which the Company would be **liable to deduct tax at higher of the below rates** on the dividend paid to 'specified persons':

- i) At twice the rate specified in the relevant provision of the Act; or
- ii) At twice the rate or rates in force; or
- iii) At the rate of 5%

'Specified Person' as defined under Section 206AB of the Act means a person:

Specified person means a person who has not furnished the return of income for the assessment year relevant to the previous year immediately preceding the financial year in which tax is required to be deducted, for which the time limit for furnishing return of income under sub-section (1) of section 139 has expired and the aggregate of tax deducted at source and tax collected at source in his/her case is rupees fifty thousand or more in said previous year. Non-resident shareholders who do not have a permanent establishment in India are excluded from the scope of a 'Specified Person'.

In cases where Sections 206AA and 206AB are applicable i.e. the shareholder has not submitted PAN as well as not filed the return, tax will be deducted at higher of the rates prescribed in these sections.

Kindly note that if any Non-Resident is a 'specified person' under the above-mentioned provisions, a "No PE Declaration" should be submitted to the Company by Tuesday, 19 September 2023. In the event such declaration is not submitted, the Company shall apply withholding tax at a higher rate as per provisions of Section 206AB.

For identifying whether shareholder is "Specified Person" as per the provisions of section 206AB, the income tax department has provided functionality check on the tax portal. The Company will be relying on the information verified by the utility available on the Income Tax website portal.

In terms of Rule 37BA of Income Tax Rules 1962, if dividend income on which tax has been deducted at source is assessable in the hands of a person other than the deductee, then such deductee should file declaration with Company's Registrar in the manner prescribed by the Rules.

If the tax on said dividend is deducted at a higher rate in absence of receipt of or satisfactory completeness of the afore-mentioned details/documents by Tuesday, 19 September 2023, the shareholders may claim an appropriate refund in their return of income. The Company will arrange to email a soft copy of the TDS certificate at the shareholders registered email ID in due course, after payment of the said Final Dividend. TDS certificate cannot be generated for resident shareholders not having PAN. Shareholders will also be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at <https://www.incometax.gov.in/iec/foportal/> Shareholders are requested to complete necessary formalities with regard to their bank accounts attached to their demat account folio ids for enabling the Company to make timely credit of dividend in the respective bank accounts.

29. 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 SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), 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.

30. 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.

31. 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"> 1. 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. 2. 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 3. 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.

	<p>4 Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;">   </p> <p style="text-align: center;">   </p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<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 user 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 evoting is in progress as per the information provided by company. On clicking the evoting 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 is 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.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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.</p>

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

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 e-services 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.co.in 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 and 022 - 2499 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 e mail 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 no 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 19th September 2023, 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, 19 September 2023, 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. 4 – Special Resolution:

In terms of the provisions of Section 152 of the Act, at least two-third of the total number of directors (excluding independent directors), shall be liable to retire by rotation, out of which at least one-third of the total number of such directors shall retire at every AGM. In compliance with this requirement, Mrs. Blanche Saldanha, a Non-Executive Director of the Company, would be retiring at the AGM. Being eligible, Mrs. Blanche Saldanha has offered herself for re-appointment.

In terms of Regulation 17 of the Listing Regulations, every listed company is required to seek approval from the members by way of a special resolution for the appointment/ continuing the appointment of non-executive directors who have attained the age of seventy-five years.

Mrs. Blanche E. Saldanha (aged 83 years) is a Non-Executive Director and a member of the promoter group of Glenmark Pharmaceuticals Limited. Prior to this position, Mrs. Saldanha was the Director - Exports and managed Glenmark's International Operations from 1982 to 2005. During her 23 years tenure with the organization, she was responsible for developing and growing the Company's export business. Mrs. Saldanha holds a Bachelors Degree in Science (B.Sc.) and a Bachelors Degree in Education (B.Ed.) from Bombay University.

Based on the report of the performance evaluation and contributions made by her during her tenure and experience as director of the Company, the continued association of Mrs. Blanche Saldanha would be beneficial to the Company and the Board and it is desirable to re-appoint Mrs. Blanche Saldanha as a Non-Executive Director of the Company, liable to retire by rotation.

The Board, accordingly, recommends the passing of the special resolution as set out at Item No. 4 of this Notice, for the approval of the Members.

Mrs. Blanche Saldanha is deemed to be concerned or interested in this Resolution. Mrs. Cherylann Pinto and Mr. Glenn Saldanha, Directors of the Company of whom Mrs. Blanche Saldanha is relative are also deemed to be concerned or interested in this Resolution. None of the other Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

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 18 May 2023, the Board at its meeting held on 19 May 2023 considered and approved appointment of M/s. Sevekari, Khare & Associates, Cost Accountants, for the conduct of the cost audit of cost records of the Company at a remuneration of ₹ 2.31 million excluding applicable taxes and reimbursement of actual travel and out-of-pocket expenses for the Financial Year ending 31 March 2024.

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.

Item No. 6 – Special Resolution:

Ms. Sona Saira Ramasastry (DIN: 08398547) is currently an Independent Director of the Company, Member of the Stakeholders Relationship Committee and Environment, Social and Governance Committee.

Ms. Ramasastry was appointed as an Independent Director of the Company by the Members at Company's Annual General Meeting held on 27 September 2019 for a period of 5 (Five) years starting from 1 April 2019 to 31 March 2024 and is eligible for re-appointment for a second term on the Board of the Company.

Based on the recommendation of the Nomination & Remuneration Committee ('NRC') at its meeting held on 10 August 2023 and the Board of Directors at its meeting held on 11 August 2023, the Board has proposed the re-appointment of Ms. Ramasastry as an Independent Director of the Company for a second term of 5 (five) consecutive years commencing from 1 April 2024 up to 31 March 2029 for the approval of the Members by way of a Special Resolution and she is not liable to retire by rotation.

Ms. Ramasastry has over two decades of experience in the Life Sciences industry, successfully building companies as an advisor, board member and operational executive. She is the Founder and Managing Partner of Life Sciences Advisory, LLC and serves on the board of directors of several foreign biopharmaceutical companies, on the industry advisory board of the Michael J. Fox foundation, and formerly as a special advisor for the G8 health initiatives. Ms. Ramasastry is also a health innovator fellow of the Aspen Institute and a member of the Aspen Global Leadership Network.

The NRC taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation, concluded and recommended to the Board that Ms. Ramasastry's qualifications and the rich experience meets the skills and capabilities required for the role of Independent Director of the Company. The Board is of the opinion that Ms. Ramasastry continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in her role as an Independent Director of the Company and her continued association would be of immense benefit to the Company.

The Company has received a declaration from Ms. Ramasastry confirming that she continues to meet the criteria of

independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1) (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and she is not debarred from holding the office of Director and has confirmed that she is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director in terms of Section 152 of the Act, subject to approval of the Members. Further, she has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

In the opinion of the Board, Ms. Ramasastry fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for re-appointment as an Independent Director and that she is independent of the Management. The terms and conditions of the appointment of Independent Directors is uploaded on the website of the Company.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, the re-appointment of Ms. Ramasastry as an Independent Director is now placed for the approval of the Members by a Special Resolution.

The Board, accordingly, recommends the passing of the special resolution as set out at Item No. 6 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. 6 of the Notice.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

**By Order of the Board
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: 11 August 2023

ANNEXURE

DETAILS OF DIRECTORS

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

Full Name	Mrs. Blanche Elizabeth Saldanha	Ms. Sona Saira Ramasastry
Director Identification Number (DIN)	00007671	08398547
Age	83 years	47 years
Original Date of Appointment	14 August 2009	1 April 2019
Qualification	Bachelors Degree in Science (B.Sc.) and a Bachelors Degree in Education (B.Ed.) from Bombay University	B.A. in Economics with Honors and M.S. in Management Science and Engineering from Stanford University. M. Phil. in Finance and Management Studies from the University of Cambridge
Experience and Expertise	Refer Item No. 4 of Explanatory Statement	Refer Item No. 6 of Explanatory Statement
Remuneration last drawn (including sitting fees)	4 Lakhs	13 Lakhs
Remuneration to be paid	None	None
Number of Board Meetings attended during FY 2022-23	4	4
Shares held in the Company as on 31st March 2023 and % of paid-up Share (including shareholding as a beneficial owner)	Direct holding in the Company - 11,10,327 Equity Shares (0.39%) Shareholding as a beneficial owner - 15.72 % (through Saldanha Family Trust)	None
Relationship with other directors and KMP	Mother of Mr. Glenn Saldanha, Chairman & Managing Director and Mrs. Cherylann Pinto, Executive Director - Corporate Services	None
Terms and Conditions of appointment / re-appointment	Non-Executive, Non-Independent Director of the Company, liable to retire by rotation	Re-appointment as an Independent Director of the Company for a term of 5 (Five) consecutive years with effect from 1 April 2024 to 31 March 2029 (both days inclusive), not liable to retire by rotation
Member/ Chairperson of committees of the Company	None	Stakeholders Relationship Committee - Member Environment, Social and Governance - Member
Directorships held in other companies	None	1) VIR Biotechnologies, Inc. 2) Day One Biopharmaceuticals, Inc. 3) MIRUM Pharmaceuticals, Inc.
Membership of committees held in other companies	None	1) MIRUM Pharmaceuticals, Inc - Member of Audit Committee & Nomination & Remuneration Committee
Chairpersonship of committees held in other companies	None	1) VIR Biotechnologies, Inc. - Chairperson of Audit Committee 2) Day One Biopharmaceuticals, Inc. - Chairperson of Audit Committee
Listed entities from which the person has resigned in the past three years	None	None
Skills and Capabilities	N.A.	Refer item no. 6 of Explanatory Statement