



## **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 – 400099.  
Phone No: +91 22 4018 9999; Fax No.: +91 22 4018 9986; CIN: L24299MH1977PLC019982;  
Website: [www.glenmarkpharma.com](http://www.glenmarkpharma.com); Email: [complianceofficer@glenmarkpharma.com](mailto:complianceofficer@glenmarkpharma.com)

### **Notice of Postal Ballot**

**(Pursuant to Section 110 of the Companies Act, 2013, read with the Companies  
(Management and Administration) Rules, 2014**

NOTICE is hereby given that, pursuant to the provisions of Section 110 read with Section 108 of the Companies Act, 2013 ("the Act"), together with Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ("MCA") for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 read with other relevant circulars issued in this regard, the latest being General circular 09/2024 dated September 19, 2024 (collectively referred as the "MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and other applicable provisions, of the Act, rules, regulations, circulars and notifications (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the resolutions, as set out hereunder, are proposed for approval of the Members of Glenmark Pharmaceuticals Limited ("the Company") through Postal Ballot by passing requisite resolutions, only by voting through electronic means ("remote e-voting" / "e-voting").

The statement pursuant to the provisions of Section 102(1) read with Section 110 and other applicable provisions of the Act read with the Rules thereunder and additional information as required under the SEBI Listing Regulations, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice ("Notice") is annexed to this Notice for your consideration.

In compliance with the MCA Circulars, the Company is sending this Notice only in electronic form to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent ("RTA")/ Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system. The detailed procedure for remote e-voting forms part of the 'Notes' section to this Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules thereunder, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. Accordingly, the Company has engaged the services of Kfin Technologies Limited ("Kfintech") to provide remote e-voting facility to its Members on the proposed resolutions.

#### **SPECIAL BUSINESS:**

##### **1. Appointment of Mr. Pradeep Kumar Sinha (DIN: 00145126) as Non-Executive - Independent Director of the Company:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149,150,152,160,161 and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Companies Act, 2013 and Regulations 16(1)(b), 25(2A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Pradeep Kumar Sinha (DIN: 00145126), who was appointed as an Additional Director (Non-Executive - Independent) of the Company by the Board of the Company (on the recommendation of the Nomination and Remuneration Committee) with effect from 14<sup>th</sup> February, 2025, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years with effect from 14<sup>th</sup> February, 2025 up to 13<sup>th</sup> February, 2030 (both days inclusive).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board is 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."

**2. Reappointment of Mr. Rajesh Desai (DIN: 00007960) as an Independent Director of the Company:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV of 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, Mr. Rajesh Desai (DIN: 00007960) who was appointed as an Independent Director not liable to retire by rotation and whose term expires on 25<sup>th</sup> June, 2025 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 26<sup>th</sup> June, 2025 up to 25<sup>th</sup> June, 2030 (both days inclusive).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board is 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.”

**3. Reappointment of Mr. Dipankar Bhattacharjee (DIN: 08770548) as an Independent Director of the Company:**

To consider and, if thought fit, to pass the following resolution as **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, Mr. Dipankar Bhattacharjee (DIN: 08770548), who was appointed as an Independent Director not liable to retire by rotation and whose term expires on 13<sup>th</sup> August, 2025 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 14<sup>th</sup> August, 2025 up to 13<sup>th</sup> August, 2030 (both days inclusive).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board is 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.”

**4. Payment of commission up to 1% of the net profits, to Non-Executive Directors of the Company for a period of three years:**

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

**“RESOLVED THAT** in accordance with the provisions of Sections 197, 198 read along with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (‘Act’) and rules made thereunder and Regulation 17 and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, (‘Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force), and other applicable laws and the provisions of the Articles of Association of the Company and pursuant to the recommendation of the Nomination & Remuneration Committee and Board of the Company, the approval of the members of the Company be and is hereby accorded for payment of commission to the Non-Executive Directors (Other than Promoter/Promoter Group director(s)) of the Company, to be determined by the Board for each Non- Executive Director for each financial year for a period three years from the financial year ending on 31<sup>st</sup> March, 2025 up to and including financial year ending on 31<sup>st</sup> March, 2027 to be calculated in accordance with the provisions of Section 198 of the Act and distributed between such Non-Executive Directors in such a manner as the Board may from time to time determine, within the maximum limit of 1.00% (one per cent) of net profits of the Company up to ₹ 1,50,00,000/- (Rupees One Crore Fifty Lakh only) per annum, whichever is less, in addition to the sitting fees being paid to them by the Company for attending the Board/Committee Meetings of the Company.

**RESOLVED FURTHER THAT** for giving effect to above resolution, the Board of the Company be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, without being required to seek any further consent or approval of the members of the Company.”

## NOTES:

1. The Explanatory Statement and reasons for the proposed Special Resolutions / Ordinary Resolution pursuant to Section 102 read with Section 110 of the Act setting out material facts are appended herein below.
2. The Company has appointed CS Surjan Singh Rauthan, Proprietor of S.S. Rauthan and Associates Company Secretaries, (Membership No. 4807, C.P. No. 3233), to act as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
3. In compliance with the MCA Circulars, the Notice is being sent by electronic mode alone to those Members whose names appear in the Register of Members / List of Beneficial Owners as received by the Company from the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on Friday, 21<sup>st</sup> March, 2025 ("Cut-off Date") and whose e-mail IDs are registered with the Company / Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given under Note No. 13.
4. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, 21<sup>st</sup> March, 2025, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only. It is however clarified that, all Members of the Company as on Cut-Off Date (including those Members who may not have received this Postal Ballot Notice due to non-registration of their email addresses with the Company / the Company's Registrar and Transfer Agent / Depositories / Depository Participants) shall be entitled to vote in relation to the aforementioned resolutions in accordance with the process specified in this Postal Ballot Notice.
5. In compliance with provisions of Section 108 and Section 110 and other applicable provisions of the Act read with the Management and Administration Rules, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has entered into an agreement with Kfintech for facilitating e-voting to enable the Members to cast their votes electronically.
6. Members may please note that the Postal Ballot Notice will also be available on the Company's website at [www.glenmarkpharma.com](http://www.glenmarkpharma.com), websites of the Stock Exchanges i.e. BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of Kfintech at [www.kfintech.com](http://www.kfintech.com).
7. All the material documents referred in the Explanatory Statement, shall be available for inspection through electronic mode, basis the request being sent on [complianceofficer@glenmarkpharma.com](mailto:complianceofficer@glenmarkpharma.com). Members who wish to inspect the documents are requested to send an email to [complianceofficer@glenmarkpharma.com](mailto:complianceofficer@glenmarkpharma.com) mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
8. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on Friday, 21<sup>st</sup> March, 2025 being the Cut-off Date fixed for the purpose.
9. The voting period will commence on Thursday, 27<sup>th</sup> March, 2025 at 9.00 a.m. and end on Friday, 25<sup>th</sup> April, 2025 at 5.00 p.m. The e-voting module shall be thereafter disabled.
10. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Registrar & Share Transfer Agent at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, Members may write to [complianceofficer@glenmarkpharma.com](mailto:complianceofficer@glenmarkpharma.com).
11. 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 by Postal Ballot which will be announced on or before Tuesday, 29<sup>th</sup> April, 2025 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 Resolutions, if passed by requisite majority shall be deemed to have been passed on Friday, 25<sup>th</sup> April, 2025 being the last date specified by the Company for e-voting.
12. The declared results along with the report of the scrutinizer shall be forwarded to the BSE and NSE and shall be uploaded on the website of the Company i.e. [www.glenmarkpharma.com](http://www.glenmarkpharma.com) website of Kfintech i.e. <https://evoting.kfintech.com/>.

13. The instructions for Members for e-voting are as under:

E-Voting procedure for Individual shareholders holding securities in Demat:

As per the SEBI circular dated December 09, 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.

Method of Login individual shareholders holding the securities in demat mode directly from the website of depositories:

- (i) **The procedure for remote e-voting is as under:**





**Step 1:** Access to Depositories e-voting system in case of individual Shareholders holding shares in demat mode.

**Step 2:** Access to KFintech e-voting system in case of Shareholders holding shares in physical form and non-individual Shareholders in demat mode.

**Step 1:**

- i. Method of login / access to Depositories (NSDL / CDSL) e-voting system in case of individual members holding shares in demat mode

Type of member	Login Method
Individual members holding securities in demat mode with NSDL	<p><b>A. Instructions for existing Internet-based Demat Account Statement (“IDeAS”) facility Users:</b></p> <ol style="list-style-type: none"> <li>Visit the e-services website of NSDL <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.</li> <li>On the e-services home page click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</li> <li>A new page will open. Enter the existing user id and password for accessing IDeAS.</li> <li>After successful authentication, members will be able to see e-voting services under ‘Value Added Services’. Please click on “Access to e-voting” under e-voting services, after which the e-voting page will be displayed.</li> <li>Click on company name, i.e. ‘Glenmark Pharmaceuticals Limited’, or e-voting service provider, i.e. KFintech.</li> <li>Members will be re-directed to KFintech’s website for casting their vote during the remote e-voting period.</li> </ol> <p><b>B. Instructions for those Members who are not registered under IDeAS:</b></p> <ol style="list-style-type: none"> <li>Visit <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> for registering.</li> <li>Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>Visit the e-voting website of NSDL <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a>.</li> <li>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.</li> <li>Members will have to enter their User ID (i.e. the sixteen digits demat account number held with NSDL), password / OTP and a Verification Code as shown on the screen.</li> </ol>

Type of member	Login Method
	<p>vi. After successful authentication, members will be redirected to NSDL Depository site wherein they can see e-voting page.</p> <p>vii. Click on company name, i.e. Glenmark Pharmaceuticals Limited, or e-voting service provider name, i.e. KFintech, after which the member will be redirected to e-voting service provider website for casting their vote during the remote e-voting period.</p> <p><b>C. NSDL Mobile App</b></p> <p>i. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;">  App Store  Google Play </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;">   </div>
Individual members holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>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 &amp; 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.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> </ol> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual members login through their demat accounts / Website of Depository Participant(s)	<p><b>A. Instructions for login through Demat Account / website of Depository Participant</b></p> <ol style="list-style-type: none"> <li>Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility.</li> <li>Once logged-in, members will be able to view e-voting option.</li> <li>Upon clicking on e-voting option, members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature.</li> <li>Click on options available against Glenmark Pharmaceuticals Limited or KFintech.</li> <li>Members will be redirected to e-voting website of KFintech for casting their vote during the remote e-voting period without any further authentication.</li> </ol>

**Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.**

**Helpdesk for Individual members holding securities in demat mode for any technical issues related to login through NSDL / CDSL:**

Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>022 – 48867000</b>
Securities held with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022- 23058738</b> or <b>022-23058542-43</b>

## Step 2:

Method of login / access to KFintech's e-voting system in case of all members holding shares in physical mode and non-individual members holding shares in demat mode

Type of member	Login Method
Members whose email IDs are registered with the Company / Depository Participant(s)	<p><b>A. Instructions for Members whose email IDs are registered with the Company/ Depository Participant(s)</b></p> <p>Members whose email IDs are registered with the Company / Depository Participant(s) will receive an email from KFintech which will include details of E-voting Event Number (EVEN), USER ID and password. They will have to follow the following process:</p> <ol style="list-style-type: none"> <li>Launch internet browser by typing the URL: <a href="https://evoting.kfintech.com/">https://evoting.kfintech.com/</a></li> <li>Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if a member is registered with KFintech for e-voting, they can use their existing User ID and password for casting the vote.</li> <li>After entering these details appropriately, click on "LOGIN".</li> <li>Members will now reach password change Menu wherein they are required to mandatorily change the password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt the member to change their password and update their contact details viz. mobile number, email ID etc. on first login. Members may also enter a secret question and answer of their choice to retrieve their password in case they forget it. It is strongly recommended that members do not share their password with any other person and that they take utmost care to keep their password confidential.</li> <li>Members would need to login again with the new credentials.</li> <li>On successful login, the system will prompt the member to select the "EVEN", viz., 'Glenmark Pharmaceuticals Limited ', and click on "Submit".</li> <li>On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, a member may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed the total shareholding as mentioned herein above. A member may also choose the option ABSTAIN. If a member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.</li> <li>Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.</li> </ol>



Type of member	Login Method				
	<p>(ix) Members may then cast their vote by selecting an appropriate option and click on “Submit”.</p> <p>(x) A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once members have voted on the resolution(s), they will not be allowed to modify their vote. During the voting period, members can login any number of times till they have voted on the Resolution.</p> <p>(xi) Corporate/ Institutional members (corporate / FIs / FIIs / trust / mutual funds / banks, etc.) are required to send scanned copy (pdf format) of the relevant board resolution to the Scrutinizer through e-mail to <a href="mailto:complianceofficer@glenmarkpharma.com">complianceofficer@glenmarkpharma.com</a> and <a href="mailto:ssrauthan@ssrgroupindia.com">ssrauthan@ssrgroupindia.com</a> in with a copy to <a href="mailto:evoting@kfintech.com">evoting@kfintech.com</a>. The file scanned image / pdf file of the board resolution should be in the naming format “Corporate Name”.</p>				
Members whose email IDs are not registered with the Company / Depository Participant(s)	<p><b>B. Instructions for Members whose email IDs are not registered with the Company / Depository Participant(s), and consequently the Notice and e-voting instructions cannot be serviced:</b></p> <p>(i) Members are requested to follow the process as guided to capture the email address and mobile number for receiving the soft copy of the Notice and e-voting instructions along with the User ID and Password. In case of any queries, members may write to <a href="mailto:inward.ris@kfintech.com">inward.ris@kfintech.com</a>.</p>				
Procedure for Registration of email and Mobile: securities in physical mode	<p>Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16<sup>th</sup>, 2023, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.</p> <p>ISR 1 Form can be obtained by following the link: <a href="https://ris.kfintech.com/clientservices/isc/default.aspx">https://ris.kfintech.com/clientservices/isc/default.aspx</a></p> <p>ISR Form(s) and the supporting documents can be provided by any one of the following modes.</p> <p>a) Through ‘In Person Verification’ (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or</p> <p>b) Through hard copies which are self-attested, which can be shared on the address below; or</p> <table border="1"> <tr> <td>Name</td><td>KFIN Technologies Limited</td></tr> <tr> <td>Address</td><td>Selenium Building, Tower-B, Plot No 31 &amp; 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.</td></tr> </table> <p>c) Through electronic mode with e-sign by following the link: <a href="https://ris.kfintech.com/clientservices/isc/default.aspx#">https://ris.kfintech.com/clientservices/isc/default.aspx#</a></p> <p>Detailed FAQ can be found on the link: <a href="https://ris.kfintech.com/faq.html">https://ris.kfintech.com/faq.html</a></p> <p>For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.</p>	Name	KFIN Technologies Limited	Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.
Name	KFIN Technologies Limited				
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.				

- ii. Method for obtaining user id and password for members who have forgotten the User ID and password

Members who have forgotten the User ID and password	<p><b>Members who have forgotten the user id and password, may obtain / retrieve the same in the manner mentioned below:</b></p> <ol style="list-style-type: none"> <li>1. If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD&lt;space&gt;E-voting Event Number (EVEN) + Folio No. or DP ID Client ID to +91 9212993399</li> <li>2. Example for NSDL: MYEPWD&lt;SPACE&gt;IN12345612345678 Example for CDSL: MYEPWD&lt;SPACE&gt;1402345612345678</li> <li>3. Example for Physical: MYEPWD&lt;SPACE&gt; XXXX1234567890</li> <li>4. If email ID of the member is registered against Folio No. / DP ID Client ID, then on the home page of <a href="https://evoting.kfintech.com">https://evoting.kfintech.com</a>, the member may click 'Forgot password' and enter Folio No. or DP ID Client ID and PAN to generate a password.</li> <li>5. Members may send an email request to <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a>. If the member is already registered with the KFinTech e-voting platform then such member can use his / her existing User ID and password for casting the vote through remote e-voting.</li> <li>6. Members may call KFinTech toll free number 1-800-309-4001 for any clarifications / assistance that may be required.</li> </ol>
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- (ii) 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 <https://evoting.kfintech.com/public/Faq.aspx>. In case of any queries / concern / grievances, you may contact KFin Technologies Limited, Selenium, Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500032, India, at email: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com); 1-800-309-4001 (toll free).
- (iii) Members can cast their vote online from Thursday, 27<sup>th</sup> March, 2025 at 9.00 a.m. and end on Friday, 25<sup>th</sup> April, 2025 at 5.00 p.m. IST. Voting beyond the said date shall not be allowed and the e-voting facility shall be blocked.
- (iv) Members holding shares in dematerialised form who have not updated their email addresses, are hereby requested to contact their Depository Participant for updation of their email id. Members who wish to receive the Postal Ballot Notice electronically are requested to write to the Company at email at [complianceofficer@glenmarkpharma.com](mailto:complianceofficer@glenmarkpharma.com).

By order of 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: February 14, 2025



### **Explanatory Statement pursuant to section 102 of the Companies Act, 2013**

*The following statement sets out all the material facts relating to the resolutions to be passed as mentioned in the accompanying Notice:*

#### **Item No. 1:**

The Board, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Pradeep Kumar Sinha (DIN-00145126), as an Additional Director (Non- Executive Independent) of the Company, to hold office for a term of 5 (Five) consecutive years effective from 14<sup>th</sup> February, 2025 up to 13<sup>th</sup> February, 2030, subject to further approval of the Members by way of a Special Resolution and he is not liable to retire by rotation.

Pursuant to regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Mr. Pradeep Kumar Sinha shall hold office up to the date of next Annual General Meeting or for a period of three months from the date of appointment, whichever is earlier. Mr. Pradeep Kumar Sinha is eligible to be appointed as an Independent Director for a term up to (5) five consecutive years. The Company has, in terms of Section 160(1) of the Companies Act, 2013, received in writing a notice from a Member, proposing his candidature for the office of Director. The Company has also received a declaration of independence from Mr. Pradeep Kumar Sinha.

In the opinion of the Board, Mr. Pradeep Kumar Sinha fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and Regulation 16(1)(b) and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for being eligible for his appointment and he is not debarred from holding the office of Director. Mr. Pradeep Kumar Sinha is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. Further, Mr. Pradeep Kumar Sinha has also confirmed that he is registered with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Brief profile of Mr. Pradeep Kumar Sinha is as under:

Mr. Pradeep Kumar Sinha joined the Indian Administrative Service in 1977 after completing his Masters in Economics from the Delhi School of Economics in 1976. He had graduated in Economics (Honours) from St. Stephens College, Delhi. While in service, he completed M. Phil in Social Sciences in 1991 and was a Visiting Fellow in University of Oxford during 1999. He has also attended prestigious programmes, such as, on 'Mergers and Acquisitions' in University of Stanford and on 'Leaders in Development' in Harvard University.

In the formative years, he served in the State of Uttar Pradesh, thereafter he served mostly in the Government of India and rose to the highest position of Cabinet Secretary, the head of civil services. He served as the Cabinet Secretary for more than 4 years before moving to the Prime Minister's Office. He retired from there in March 2021 after 44 years of continuous service to the nation.

In the Government of India, he worked mostly in the Power and Oil & Gas (Petroleum) Ministries for about 15 years. Notable positions held in Government of India include: Financial Advisor and Special Secretary, Petroleum and Natural Gas; Secretary, Ports and Shipping; and Secretary, Power.

He has been a Government Nominee Director in numerous major Public Sector Undertakings and is therefore well versed with the principles of healthy corporate governance. These include ONGC, IOCL, HPCL, BPCL, GAIL, etc. In particular, he was on the Board of Indian Oil Corporation (IOCL) for about 7 years at a stretch and similarly on the Boards of BPCL and HPCL for about 6 years each.

Mr. Pradeep Kumar Sinha is a Non-Executive Chairman of ICICI Bank Limited and also Chairman of CSR Committee and a member of Nomination Remuneration and Risk Committee.

Except Mr. Pradeep Kumar Sinha, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in the Notice.

The Board based on the recommendations of the Nomination and Remuneration Committee considers the appointment of Mr. Pradeep Kumar Sinha as Non-Executive, Independent Director in the interest of the Company and recommends the Special Resolution as set out in the Notice for approval of Members.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India is set out in the "Annexure" to the Explanatory Statement. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board, accordingly, recommends passing of the Special Resolution as set out at Item No.1 of this Notice, for the approval of the Members.

**Item No. 2:**

Mr. Rajesh Desai is currently an Independent Director of the Company, Chairman of the Audit & Stakeholder Relationship Committee and Member of the Risk Management and CSR Committee. Mr. Desai was appointed as an Independent Director in Company's Annual General Meeting held on September 29, 2020 for a period of 5 (Five) years starting from 26<sup>th</sup> June, 2020 to 25<sup>th</sup> June, 2025 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 13<sup>th</sup> February, 2025 and the Board at its meeting held on 14<sup>th</sup> February, 2025, the Board has proposed the re-appointment of Mr. Rajesh Desai as an Independent Director of the Company for a second term of 5 (five) consecutive years commencing from 26<sup>th</sup> June, 2025 up to 25<sup>th</sup> June, 2030 for the approval of the Members by way of a Special Resolution and he is not liable to retire by rotation.

The NRC taking into consideration the skills, expertise and competencies required for the Board in the context of the business and based on the performance evaluation, concluded and recommended to the Board that Mr. Desai'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 Mr. Desai continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in his role as an Independent Director of the Company and his continued association would be of immense benefit to the Company.

The Company has received a declaration from Mr. Rajesh Desai confirming that he 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 he is not debarred from holding the office of Director and has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act, subject to approval of the Members. Further, he also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

In the opinion of the Board, Mr. Desai fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for re-appointment as an Independent Director and that he is independent of the Management.

Brief profile of Mr. Rajesh Desai is as under:

Mr. Rajesh Desai holds a bachelor's degree in science from D.G. Ruparel College, University of Bombay. He is a Chartered Accountant with over 38 years of rich experience and holds a certificate of membership as an Associate from the Institute of Chartered Accountants of India. Mr. Desai was an employee of the Company for more than 30 years. Out of those years, he was acting as an Executive Director and Chief Financial Officer of the Company for more than 15 years. He was also designated as a Key Managerial Person under the Companies Act, 2013 (the 'Act').

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 Mr. Rajesh Desai as an Independent Director is now placed for the approval of the Members by a Special Resolution.

Except Mr. Rajesh Desai, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the Item No. 2 as set out in the Notice.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India is set out in the "Annexure" to the Explanatory Statement. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board, accordingly, recommends passing of the Special Resolution as set out at Item No.2 of this Notice, for the approval of the Members.

**Item No. 3:**

Mr. Dipankar Bhattacharjee is currently an Independent Director of the Company, Chairman of Nomination & Remuneration Committee and Member of the Risk Management and ESG Committee. Mr. Dipankar Bhattacharjee was appointed as an Independent Director in Company's Annual General Meeting held on 29<sup>th</sup> September, 2020 for a period of 5 (Five) years starting from 14<sup>th</sup> August, 2020 to 13<sup>th</sup> August, 2025 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 13<sup>th</sup> February, 2025 and the Board at its meeting held on 14<sup>th</sup> February, 2025, the Board has proposed the re-appointment of Mr. Dipankar

Bhattacharjee as an Independent Director of the Company for a second term of 5 (five) consecutive years commencing from 14<sup>th</sup> August, 2025 up to 13<sup>th</sup> August, 2030 for the approval of the Members by way of a Special Resolution and he is not liable to retire by rotation.

The NRC taking into consideration the skills, expertise and competencies required for the Board in the context of the business and based on the performance evaluation, concluded and recommended to the Board that Mr. Dipankar Bhattacharjee'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 Mr. Dipankar Bhattacharjee continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in his role as an Independent Director of the Company and his continued association would be of immense benefit to the Company.

The Company has received a declaration from Mr. Dipankar Bhattacharjee confirming that he 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 he is not debarred from holding the office of Director and has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act, subject to approval of the Members. Further, he also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

In the opinion of the Board, Mr. Dipankar Bhattacharjee fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for re-appointment as an Independent Director and that he is independent of the Management.

Mr. Dipankar Bhattacharjee has over 35 years of global experience in leading Generics, Specialty and OTC Pharma, Medical Devices, and FMCG businesses. Mr. Dipankar Bhattacharjee has led high performing teams to develop and execute business strategies across all stages of business cycles, driving growth and value through commercial innovation and focused R&D investments.

Mr. Dipankar Bhattacharjee was associated with Teva group from 2009 to 2017. In his stint with Teva, he was President & CEO - Global Generics Medicines, Officer and Member of Teva Executive Committee (TEC). He played major role during his tenure with Teva as President & CEO of Teva Europe Generics; Senior Vice President of Teva Western Europe; Chief Executive Officer of Teva UK Ltd.

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 Mr. Dipankar Bhattacharjee as an Independent Director is now placed for the approval of the Members by a Special Resolution.

Except Mr. Dipankar Bhattacharjee, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the Item No. 3 as set out in the Notice.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India is set out in the "Annexure" to the Explanatory Statement. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board, accordingly, recommends passing of the Special Resolution as set out at Item No.3 of this Notice, for the approval of the Members.

#### **Item No. 4:**

With the enhanced Corporate Governance requirements under the Companies Act, 2013 ("Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (as amended from time to time) coupled with the size, complexity, the role and responsibilities of the Board, particularly Non-Executive Directors including Independent Directors have become more onerous, requiring greater time commitments, attention and a higher level of oversight.

In view of the above and as per industry practice, the Nomination & Remuneration Committee and the Board at their meetings held on 13<sup>th</sup> February, 2025 and 14<sup>th</sup> February, 2025, respectively, subject to approval of the Members of the Company, recommended and approved payment of remuneration to Non-Executive Directors (Other than Promoter/ Promoter Group non-executive director) of the Company by way of commission, such that the sum in aggregate shall not exceed 1% of the net profits of the Company up to ₹ 1,50,00,000/- (Rupees One Crore Fifty Lakh only) whichever is less in any financial year, computed in accordance with the provisions of Section 198 of the Act for a period of three (3) years from financial year 2024-25, in addition to the sitting fees being paid to them by the Company for attending the Board/Committee Meetings of the Company.

According to the provisions of the Section 197 of the Act and Regulation 17 of the Listing Regulations, all fees/ compensation payable to Non-Executive Directors, except sitting fees for attending meetings of the Board or Committees thereof, shall require prior approval of the Members of the Company.

The said commission will be in addition to the sitting fees payable to the Non-Executive Directors for attending the meetings of the Board or Committees thereof and reimbursement of expenses, if any for participation in the Board and Committee meetings.

None of the other Directors including non-executive promoter director, Key Managerial Personnel of the Company or their relatives, except Non-Executive Directors and their relatives, are in any way, concerned or interested, financially or otherwise, in the said resolution.

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

By order of 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: 14<sup>th</sup> February, 2025

### Annexure

**Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2), for Appointment of Director as under:**

Full Name	Mr. Pradeep Kumar Sinha
Director Identification Number (DIN)	00145126
Date of Birth and Age	18-07-1955 (69 years)
Nationality	Indian
Original Date of Appointment	14-02-2025
Qualification	Masters in Economics from the Delhi School of Economics, Graduated in Economics (Honours) from St. Stephens College, Delhi and M. Phil in Social Sciences.
Expertise in specific functional areas and Experience	Agriculture and rural economy, Banking, Co-operation, Economics, Finance, Small Scale Industry, Payment and Settlement Systems, Human Resources, Risk Management, Business Management, Energy & Infrastructure and Urban development.
Remuneration proposed to be paid	Sitting Fees and Commission* <i>(*Commission will be paid if approved by the Shareholders in this Postal Ballot.)</i>
Remuneration last drawn	1 Lakh
Number of Board Meetings attended during FY 2024-2025 (up to the date of notice)	1 out of 1
Number of Shares held in the Company including shareholding as a beneficial owner	0
Terms and conditions of appointment	Appointment as an Independent Director of the Company for a term of 5 (Five) consecutive years with effect from 14 <sup>th</sup> February, 2025 up to 13 <sup>th</sup> February, 2030 (both days inclusive), not liable to retire by rotation.
Directorships held in other companies/body corporates	<ul style="list-style-type: none"> <li>ICICI Bank Limited – Independent Director (Chairperson)</li> <li>Carbon U Turn Technology Private Limited – Director – Non-Executive Chairman &amp; Co. Founder</li> </ul>
Membership/ Chairmanship of committees in the Company	<p>Glenmark Pharmaceuticals Limited (w.e.f. 15<sup>th</sup> February, 2025):</p> <ul style="list-style-type: none"> <li>Corporate Social Responsibility - Member</li> <li>ESG (Environment, Social and Governance) Committee - Member</li> </ul> <p>ICICI Bank Limited:</p> <ul style="list-style-type: none"> <li>Nomination &amp; Remuneration Committee - Member</li> <li>Corporate Social Responsibility Committee - Chairman</li> <li>Risk Management Committee – Member</li> </ul>
Listed entities from which the proposed director has resigned in the past three years	<ul style="list-style-type: none"> <li>Bharti Airtel Limited</li> </ul>
Justification for choosing him for appointment as an Independent Director	Considering his experience, as set out in accompanying explanatory statement of this Notice at item No. 1
Skills and capabilities required for the role and the manner in which the Directors meet the requirements	As set out in the accompanying explanatory statement of this Notice at item No. 1
Disclosure of relationships between Directors/ KMP inter-se	Nil

**Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2), for Re-Appointment of Directors as under:**

Full Name	Mr. Rajesh Desai	Mr. Dipankar Bhattacharjee
Director Identification Number (DIN)	00007960	08770548
Date of Birth and Age	14-07-1958 (66 years)	02-11-1960 (64 years)
Nationality	Indian	British
Original Date of Appointment	16-05-2002	14-08-2020
Qualification	BSc, CA	Bachelors degree in Economics from University of Delhi, India and Master of Management Studies from Jamnalal Bajaj Institute of Management Studies
Expertise in specific functional areas and Experience	Finance & Legal	Generics, Specialty and OTC Pharma, Medical Devices, and FMCG businesses
Remuneration proposed to be paid	Sitting Fees and Commission*	Sitting Fees and Commission*
Remuneration last drawn	19 Lakhs	11 Lakhs
Number of Board Meetings attended during FY 2024-2025 (up to the date of notice)	6 out of 7	7 out of 7
Number of Shares held in the Company including shareholding as a beneficial owner	92,167	0
Terms and conditions of appointment	Re-appointment as an Independent Director of the Company for a term of 5 (Five) consecutive years with effect from 26 <sup>th</sup> June, 2025 up to 25 <sup>th</sup> June, 2030 (both days inclusive), not 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 14 <sup>th</sup> August, 2025 up to 13 <sup>th</sup> August, 2030 (both days inclusive), not liable to retire by rotation.
Directorships held in other companies/body corporates	<ul style="list-style-type: none"> <li>• Dorf - Ketel Chemicals India Limited</li> <li>• Glenmark Pharmaceuticals (Egypt) S.A.E</li> <li>• Desven Consultants Private Limited</li> <li>• QI Lifecare Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Glenmark Holding SA</li> <li>• Glenmark Specialty SA</li> <li>• Remedica Holdings Ltd</li> </ul>



Membership/ Chairmanship of committees in the Company	<p>Glenmark Pharmaceuticals Limited:</p> <ul style="list-style-type: none"> <li>Audit Committee – Chairman (till 14<sup>th</sup> February, 2025) Member (w.e.f. 15<sup>th</sup> February, 2025)</li> <li>Stakeholders Relationship Committee – Chairman</li> <li>Risk Management Committee- Member</li> <li>Corporate Social Responsibility Committee - Member (till 14<sup>th</sup> February, 2025)</li> </ul> <p>Dorf – Ketel Chemicals India Limited:</p> <ul style="list-style-type: none"> <li>Audit Committee – Chairman</li> <li>Risk Management Committee - Member</li> </ul>	<p>Glenmark Pharmaceuticals Limited:</p> <ul style="list-style-type: none"> <li>Nomination and Remuneration Committee – Chairman</li> <li>Risk Management Committee- Member (till 14<sup>th</sup> February, 2025) Chairman (w.e.f. 15<sup>th</sup> February, 2025)</li> <li>ESG (Environment, Social and Governance) Committee - Member</li> </ul>
Listed entities from which the proposed director has resigned in the past three years	-	-
Justification for choosing him for appointment as an Independent Director	Considering his experience, as set out in accompanying explanatory statement of this Notice at item No. 2	Considering his experience, as set out in accompanying explanatory statement of this Notice at item No. 3
Skills and capabilities required for the role and the manner in which the Directors meet the requirements	As set out in accompanying explanatory statement of this Notice at item No. 2	As set out in accompanying explanatory statement of this Notice at item No. 3
Disclosure of relationships between Directors/KMP inter-se	Nil	Nil

*\*Commission will be paid if approved by the Shareholders in this Postal Ballot.*