

NEULAND LABORATORIES LIMITED

(CIN: L85195TG1984PLC004393)

Registered Office: 11th Floor (5th Office Level), Phoenix IVY Building, Plot No.573A-III,
Road No. 82, Jubilee Hills, Hyderabad- 500033

E-mail: ir@neulandlabs.com, website: www.neulandlabs.com, Tel: +91-40-6761 1600

NOTICE

NOTICE is hereby given that the Forty Second Annual General Meeting of the Members of Neuland Laboratories Limited will be held on 4th August, 2026 at 10.00 A.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2026, together with the reports of the Board of Directors and the Auditors' thereon; and
 - (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, together with the report of the Auditors thereon.
2. To declare final dividend of ₹ 34/- (340 %) per equity share of a face value of ₹ 10/- each, for the financial year 2025-26 as recommended by the Board.
3. To appoint a Director in place of Dr. Davuluri Rama Mohan Rao (DIN: 00107737), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. **Payment of Commission to the Non-executive Directors of the Company**

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

"RESOLVED THAT pursuant to the provisions of Sections 197 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules made thereunder, (including any statutory modification(s) or re-enactment thereof), and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, consent of the Company be and is hereby accorded

for payment of a sum not exceeding one percent per annum of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act, in addition to the sitting fees for attending the meeting(s) of the Board of Directors of the Company or any Committee thereof be paid to the Non-Executive Directors of the Company in such amounts or proportions and in such manner as may be decided by the Nomination and Remuneration Committee / Board of Directors and such payments shall be made in respect of the profits of the Company for each year, for a period of five years, commencing from the financial year 2026-27."

5. **Appointment of Dr. Mauricio Futran (DIN: 11699767) as Non-Executive Non-Independent Director of the Company**

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

"RESOLVED THAT pursuant to Section 152 of the Companies Act, 2013 ('the Act') and other applicable provisions, if any, of the Act and the relevant rules made thereunder (including any statutory modification(s) or amendment(s) thereto or reenactment(s) thereof for the time being in force), Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, in accordance with the Articles of Association of the Company and based on the recommendation of the Nomination & Remuneration Committee and the approval of the Board of Directors, Dr. Mauricio Futran (DIN: 11699767), who was appointed as an Additional Director of the Company in the category of Non-Executive Non-Independent by the Board of Directors in terms of Section 161(1) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a Member, proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive Non-Independent Director of the Company, liable to retire by rotation, with effect from May 12, 2026.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as it considers necessary or expedient for the purpose of giving effect to this Resolution.”

6. Payment of professional fees to Dr. Mauricio Futran (DIN: 11699767) Non-Executive Non-Independent Director of the Company

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

“RESOLVED THAT pursuant to Section 188 of the Companies Act, 2013 (‘the Act’) and other applicable provisions, if any, of the Act and the relevant rules made thereunder (including any statutory modification(s) or amendment(s) thereto or reenactment(s) thereof for the time being in force), and Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Audit Committee and the approval of the Board of Directors, the Company hereby accords its consent to Dr. Mauricio Futran (DIN: 11699767), Director of the Company, to hold office or place of profit for a period of five years with effect from May 12, 2026, upon the terms and conditions set out in the letter of agreement, subject to the professional fees mentioned below:

- a. USD 10,000 per year – Scientific Advisory Board role
- b. USD 21,000 per year – retainer for advisory services (covering 60 hours per year)
- c. USD 350 per hour – for hours beyond 60 hours per year / technical consulting on actuals

All the travel (Business class), boarding and stay in India would be organized and paid for by the Company. Any other incidental expenses incurred would be reimbursed based on actual expenses.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to revise, modify, amend or rectify the terms and conditions of aforesaid letter of agreement including any revision of payment of professional fees as it may deem fit, in accordance with the overall limits specified under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be applicable, and to do all such acts, deeds and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

7. Ratification of remuneration of Cost Auditors

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

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the members of the Company be and hereby ratify the remuneration of ₹ 4,00,000 (Rupees Four lakhs only) and taxes as applicable plus out-of-pocket expenses payable to M/s. Nageswara Rao & Co., Cost Accountants, (Registration No. 000332), Hyderabad, Cost Auditors appointed by the Board of Directors of the Company to audit the cost records maintained by the Company for the financial year ending March 31, 2027.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to this Resolution.”

By Order of the Board
For **Neuland Laboratories Limited**

Sd/-
Dr. Davuluri Rama Mohan Rao
Executive Chairman
(DIN: 00107737)

Date: May 12, 2026
Place: Hyderabad

NOTES

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business set out above is annexed hereto and forms part of the Notice.
2. Pursuant to General Circular nos. 14/2020 and 17/2020 dated April 8, 2020, April 13, 2020, read with other relevant circulars, including General Circular No. 03/2025 dated September 22, 2025, respectively, issued by the Ministry of Corporate Affairs ("MCA") and other applicable Circulars issued by SEBI (hereinafter collectively referred to as "the Circulars"), companies are permitted to hold the General Meetings through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the aforesaid Circulars, the Annual General Meeting ("AGM") of the Members of the Company is being held through VC/OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
3. The VC/OAVM facility for Members to join the meeting, shall be kept open 30 minutes before the start of the AGM and shall be closed on expiry of 15 minutes after closure of the AGM. Members can attend the AGM through VC/OAVM by following the instructions mentioned in this Notice.
4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 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 ("SEBI Listing Regulations"), read with aforesaid circulars, 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 voting during the AGM will be provided by NSDL.
5. The final dividend as recommended by the Board of Directors, if declared, at the AGM, will be paid on or after August 11, 2026, to those Members whose names appear on the Company's Register of Members on July 24, 2026 (**Record date**). In respect of the shares held in dematerialized form, the dividend will be paid to Members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.
6. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment (as set out in item nos. 3, and 5) at this AGM is provided as an Annexure A to this Notice.
7. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the aforesaid 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 the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
8. As per Regulation 40 of SEBI Listing Regulations, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, KFin Technologies Limited ("KFin") for updating their KYC or any other assistance to enable dematerialization of their shares.
9. SEBI vide its Circular No. SEBI/HO/ MIRSD/POD-1/P/ CIR/2024/37 dated May 7, 2024, has prescribed common and simplified norms for processing investor service requests by RTAs and norms for furnishing PAN, KYC (contact details, bank details and specimen signature), and nomination details.

As per the said Circular, it is mandatory for the members holding securities in physical form to, inter alia, furnish PAN, KYC, and nomination details. Physical folios wherein the said details are not available would be eligible for lodging grievance or any service request only after registering the required details. Any payments including dividend in respect of such folios shall only be made electronically with effect from April 1, 2024 upon registering the required details. Accordingly, the members are advised to register/update their details with the RTA or DPs, in compliance with the aforesaid SEBI guidelines for smooth processing of their service requests and trading without any hindrance.

10. To promote green initiative, Members who have not registered their email addresses are requested to register the same with their Depository Participants in case the shares are held by them in electronic form and with KFin, in case the shares are held in physical form.
11. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before July 31, 2026 through email on AGM2026@neulandlabs.com. The same will be replied by the Company suitably.
12. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/ shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web form No. IEPF-5 available on www.iepf.gov.in. For details, please refer to Corporate Governance Report which is a part of the Integrated Annual Report.
13. In compliance with the aforesaid circulars, Notice of the AGM along with the Integrated Annual Report for the financial year 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice of the AGM and the Integrated Annual Report for the financial year 2025-26 will also be available on the Company's website www.neulandlabs.com, websites 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 NSDL at www.evoting.nsdl.com. Members whose email IDs are not registered with the Company/Depositories are requested to follow the process provided for registration of email IDs with the depositories for procuring user ID and password and registration of email IDs for e-voting for the resolutions set out in this Notice.
14. Dividend income is taxable in the hands of members, and the Company is required to deduct Tax at Source (TDS) from such dividend paid to members at the applicable rates prescribed by the tax law in force. The applicable rate depends on the members residential status, availability of valid PAN, tax treaty benefits (in case of non-resident members) & special exemptions, if any, and submission of all requisite details & documents to the Company. The Company sent a separate email communication to the Members on June 12, 2026, setting out the applicable tax rates for different categories of Members and the documents/ details required to be submitted by them. These details are also available on the website of the Company at <https://www.neulandlabs.com/en/investors/investor-services/tds-related-information-dividend>. Members are requested to provide the documents/ details to KFinTech within the time prescribed in the communication being sent to the members in order to enable us to determine the appropriate rate at which tax has to be deducted at source under the respective provisions of the Income-tax Act, 2025.
15. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
16. The statutory registers including Register of Directors and Key Managerial Personnel and their shareholding, the Register of Contracts or Arrangements in which Directors are interested, the draft letter of agreement, will be available for inspection by the members during the 42nd AGM. All documents referred to in the Notice will be available for inspection in electronic mode from the date of circulation of this Notice up to the date of the 42nd AGM. Members who wish to inspect the register are requested to write to the Company by sending e-mail to AGM2026@neulandlabs.com.
17. **The instructions for Members for remote e-voting and joining the AGM are as under:**

The remote e-voting period begins on August 1, 2026 (9:00 a.m. IST) and ends on August 3, 2026 (5:00 p.m. IST). The remote e-voting module shall be disabled by NSDL for voting thereafter.

During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as of July 28, 2026 (Cut-off date), may cast their vote electronically.

Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after the Notice is sent through e-mail and holding shares as of the Cut-off date may obtain the login ID and password by sending a request at evoting@nsdl.com or the RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password"

or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on toll free no. 022 - 4886 7000. In case of Individual Shareholders holding securities in demat mode who acquires shares of

the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the Cut-off date may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-Voting system”.

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.	- Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - 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 (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	- Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com and click on New System Myeasi. - After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. - If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/home/login - Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at toll free no.: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800-21-09911

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

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

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

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

- Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/ Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join the AGM on NSDL e-Voting system.

How to cast your vote electronically and join the AGM 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 AGM 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 AGM. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General 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 dlr300@gmail.com with a copy marked to evoting@nsdl.com.
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 toll free no.:

022 - 4886 7000 or send a request to Ms. Sarita Mote at evoting@nsdl.com

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 AGM2026@neulandlabs.com. 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 AGM2026@neulandlabs.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.
2. Alternatively, Shareholder/Members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
3. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
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 link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General 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. Members 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 AGM2026@neulandlabs.com. The same will be replied by the Company suitably.
6. 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 number, PAN, mobile number at AGM2026@neulandlabs.com till July 31, 2026. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
7. 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 Companies Act, 2013.
8. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on July 28, 2026. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut- off date only shall be entitled to avail the facility of remote e-voting or voting at the AGM.
9. The Company has appointed Mr. D. Hanumanta Raju or failing him Ms. Shaik Razia, Partners, D. Hanumanta Raju & Co., Practising Company Secretaries, Hyderabad, as the Scrutinizer to the e-voting process and voting at the AGM in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for same purpose.
10. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the AGM, thereafter unblock the votes through the e-voting in the presence of at least two witnesses, not in the employment of the Company and submit a consolidated Scrutiniser's report of the total votes cast in favour of or against, if any, to the Chairman of the Company or a person authorized by him, within two working days from the conclusion of the AGM . The Chairman or the person authorised by him shall declare the results of the voting upon receipt of the Scrutinizer's Report.
11. The Scrutiniser shall submit his report to the Chairman or his delegate, who shall declare the result of the voting. The results declared along with the scrutiniser's report shall be placed on the Company's website: www.neulandlabs.com and shall also be communicated to the stock exchanges. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. August 4, 2026.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

ITEM NO 4

Section 197 of the Companies Act, 2013 ("the Act") permits payment of remuneration to Non-Executive Directors of the Company by way of commission, if the Company authorises such payment by way of a resolution of members.

The members of the Company at the 37th Annual General Meeting held on July 7, 2021, approved the remuneration payable to Non-Executive Directors of the Company by way of commission not exceeding one per cent of the net profits of the Company for each year for a period of five years commencing from the financial year 2021-22.

It is now proposed to pay commission on profits to the Non-Executive Directors for a further period of five years commencing from the financial year 2026-27.

Considering the rich experience and expertise brought to the Board by the Non-Executive Directors, the Board of Directors of the Company (the Board) has at the meeting held on May 12, 2026, recommended that remuneration not exceeding 1% of the net profits of the Company calculated in accordance with the provisions of the Act, be continued to be paid and distributed amongst the Non-Executive Directors of the Company for a further period of five years commencing from the financial year 2026-27. Such payment will be in addition to the sitting fees for attending Board/Committee meetings.

Details of commission and sitting fees provided for / paid to Non-Executive Directors for the financial year 2025-26 are provided in the Corporate Governance Report section of the Integrated Annual Report FY 2026 at [click here](#) and the profiles of the Non-Executive Directors are also available on the same link.

All the Non-Executive Directors of the Company are deemed to be interested in the Resolution set out at Item No. 4 of this Notice. None of the other Directors, Key Managerial Personnel or their respective relatives, are concerned or interested in this Resolution.

The Board recommends this resolution for the approval of the Members.

ITEM Nos. 5 & 6

The Board of Directors ("Board"), on the recommendation of the Nomination and Remuneration Committee ("NRC"), at its meeting held on April 30, 2026, approved the appointment of Dr. Mauricio Futran (DIN: 11699767) as an Additional Director of the Company in the category of Non-Executive Non-Independent Director, with effect from May 12, 2026,

pursuant to Section 161(1) of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company. In terms of the provisions of Section 152 of the Act, the said appointment is subject to approval of the Members.

Dr. Futran (aged 72 years) is a PhD Chemical Engineer with over 40 years of experience in strategic and tactical process and product development and manufacturing at Merck & Co., Bristol-Myers Squibb and Johnson & Johnson (Janssen). He is a member of the National Academy of Engineering and is widely recognised for his contributions to Quality by Design, process modelling, advanced manufacturing and operations excellence. He has expertise in driving and implementing new technology, process development, technology transfer, validation, regulatory compliance, safety, operational excellence and chemical engineering science. He is a recognised expert in Chemistry, Manufacturing, and Controls (CMC) development, from interface with discovery to validation and manufacturing, and has experience in leading large teams, creating external partnerships and strategic facility design and implementation.

Dr. Futran has been associated with the Company as a member of the Scientific Advisory Board (SAB) and as a Technical Consultant, providing strategic inputs across Research and Development (R&D) and manufacturing programmes. His engagement has demonstrated value to the Company.

In view of the unfortunate demise of Dr. Christopher M. Cimarusti, Non-Executive Director, the Board considered it appropriate to strengthen Board-level oversight of Research & Development (R&D) activities. Given the strategic importance of R&D and the need for continued domain expertise and oversight at the Board level, the Board approved the appointment of Dr. Futran as a Non-Executive Non-Independent Director of the Company.

In accordance with the provisions of Sections 152 of the Act and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("SEBI Listing Regulations"), the Company is seeking approval of the Members for the appointment of Dr. Futran as a Non-Executive Non-Independent Director, liable to retire by rotation, with effect from May 12, 2026.

The Company has received necessary consent, declarations and confirmations from Dr. Futran, including that he is not disqualified from being appointed as a director under Section 164 of the Act, has not been debarred from holding the office of director by reason of any order passed by SEBI or any other authority, and that his directorships are within the

limits prescribed under the Act and SEBI Listing Regulations. The appointment is in compliance with the Nomination and Remuneration Policy of the Company. The Company has also received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director.

Dr. Futran shall be appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation, and shall be entitled to receive sitting fees and commission, as approved by the Members.

Members may further note that the Company proposes to continue availing professional consultancy services from Dr. Futran in relation to the business affairs of the Company, for a period of five years with effect from May 12, 2026, on the terms and conditions set out in the resolution at Item No. 6. The proposed remuneration has been recommended by the Nomination and Remuneration Committee at its meeting held on April 30, 2026, and the Audit Committee and the Board at the respective meetings held on May 12, 2026.

In terms of Regulation 36(3) of the SEBI Listing Regulations, the Board has identified expertise, inter alia, in research and development, and manufacturing as part of the key skills required at the Board level and is of the view that Dr. Futran possesses the requisite qualifications, skills, experience and capabilities. In the opinion of the Board, his appointment as well as engagement for professional services would be in the best interest of the Company. The professional services to be rendered by him are in his professional capacity and are distinct from his obligations as a director. The proposed remuneration structure is consistent with the existing professional engagement arrangement and is based on the nature and scope of specialised scientific and technical services to be rendered by Dr. Futran. The proposed fee structure is based on the professional engagement terms in place since Dr. Futran's association with the Company in 2022. Considering that approval for payment of professional fees is being sought for a tenure of five years, the resolution also enables the Board to review and revise the professional fee arrangement from time to time, in accordance with applicable law.

Pursuant to Section 188 of the Act and the applicable rules made thereunder, appointment of a Director to hold an office or place of profit in the Company for remuneration

constitutes a related party transaction. Accordingly, approval of the Members is being sought by way of an Ordinary Resolution for payment of professional fees to Dr. Futran for rendering services of a professional nature, which are distinct from his role, duties and responsibilities as a Non-Executive Director.

The details as required under the Act and SEBI Listing Regulations, including the applicable SEBI circulars on disclosure of related party transactions, are provided in Annexure B to this Notice.

Except Dr. Mauricio Futran and his relatives, 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 the resolutions set out at Item Nos. 5 and 6 of this Notice. Further, Dr. Mauricio Futran and his relatives / related parties, to the extent applicable, shall abstain from voting on Item No. 6.

The Board recommends the Ordinary Resolutions set out at Item Nos. 5 and 6 of this Notice for approval by the Members.

ITEM NO 7

The Board of Directors had at its meeting held on May 12, 2026, on the recommendation of the Audit Committee, approved the re-appointment of the Cost Auditors, M/s. Nageswara Rao & Co., Cost Accountants at a remuneration of Rs.4,00,000 (Rupees Four lakhs only) and taxes as applicable plus out-of-pocket expenses, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2027.

In accordance with Rule 14 of the Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditors requires ratification by the Members and hence this resolution is put for the consideration of the Members.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives, is, in any way, concerned or interested in the Resolution set out at Item No. 7 of this Notice.

The Board recommends the Resolution as set forth in Item No. 7 of this Notice for approval of the Members.

ANNEXURE A

Details of Director seeking appointment/re-appointment at the 42nd Annual General Meeting of the Company to be held on August 4, 2026 under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Agenda Item No	3	5
Name of the Director	Dr. Davuluri Rama Mohan Rao	Dr. Mauricio Futran
DIN	00107737	11699767
Date of first appointment	07.01.1984	12.05.2026
Date of Birth	23.06.1944	08.02.1954
Brief resume, Qualification, Experience and Expertise	Masters' degree in Science from Andhra University, Postgraduate Diploma in Synthetic Drugs and Fine Chemicals Technology from IIT, Kharagpur. He has done his doctorate in Organic Chemistry from the University of Notre Dame, USA in 1969. He held Research positions at University of Vermont - Burlington, Downstate Medical Centre - New York and Indian Institute of Science - Bangalore. He has 9 publications in International Journals. He is a member of Royal Society of Chemistry. After several years of academic research, he joined Glaxo India in 1973 and held senior positions in R&D, Quality and Manufacturing. He left Glaxo in 1983 and joined an Indian Pharma Company for a brief period where he was responsible for a successful USFDA inspection. He promoted Neuland in 1984.	PhD Chemical Engineer with over 40 years' experience in strategic and tactical process and product development and manufacturing at Merck & Co, Bristol-Myers Squibb and Johnson & Johnson (Janssen). Expertise in driving and implementing new technology, process development, tech transfer, validation, regulatory compliance, safety, operational excellence, quality by design, as well as modelling and chemical engineering science. Recognized expert in CMC development, from interface with Discovery to validation and manufacturing. Experience in leading large teams, creating external partnerships and strategic facility design and implementation. Dr. Futran holds a Ph.D. in Chemical Engineering from Princeton University, along with a Master's degree and Bachelor's degree in Chemical Engineering from Rice University.
Chairman/Member of the Committee of the Board of Directors of the Company	Chairperson - Finance Committee Member - Corporate Social Responsibility Committee	NIL
Listed entities from which person has resigned in the past three years	NIL	NIL
List of directorships, Committee Chairmanship and membership held in other companies as on May 12, 2026	1. Pattancheru Enverotech Limited 2. Neuland Laboratories Inc. 3. Neuland Laboratories KK.	NIL
Relationships between directors inter-se	Father of Mr. D. Sucheth Rao, Executive Vice Chairman and Mr. D. Saharsh Rao, CEO and Managing Director	None
Number of shares held in the Company as on March 31, 2026	2,09,300	NIL
Remuneration paid during the financial year 2025-26	₹ 1,467 lakhs	USD 37,069 towards professional services rendered. In addition USD 26,143 is yet to be paid for services rendered in FY 2025-26
Board Meeting attended during the financial year 2025-26	Attended 9 Board Meetings	NA

ANNEXURE B

Information to be provided for approval of Related Party Transactions pursuant to Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sl. No	Particulars	Details
1	Type, material terms and particulars of the proposed transaction Name of the related party and nature of relationship	Professional fee proposed to be paid for a term of 5 years as under > USD 10,000 per year – Scientific Advisory Board role > USD 21,000 per year – retainer for advisory services (covering 60 hours per year) > USD 350 per hour – for hours beyond 60 hours per year / technical consulting on actuals > Fees to be invoiced quarterly; subject to applicable withholding taxes
2	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Dr. Mauricio Futran Appointment of Dr. Mauricio Futran (DIN: 11699767) as a Director of the Company in the category of Non-Executive Non-Independent Director w.e.f. May 12, 2026, subject to the approval of Members
3	Tenure of the proposed transaction (particular tenure shall be specified)	For a period of 5 years from May 12, 2026 to May 11, 2031
4	Value of the proposed transaction;	Professional fee proposed to be paid for a term of 5 years as under > USD 10,000 per year – Scientific Advisory Board role > USD 21,000 per year – retainer for advisory services (covering 60 hours per year) > USD 350 per hour – for hours beyond 60 hours per year / technical consulting on actuals > Fees to be invoiced quarterly; subject to applicable withholding taxes
5	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	Estimated to be less than 0.05% of the annual consolidated turnover of the immediately preceding financial year. The average professional fee paid during the last four years represented approximately 0.03% of the annual consolidated turnover of the immediately preceding financial year.
6	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	No
7	Justification as to why the RPT is in the interest of the listed entity	Dr. Futran's professional expertise in R&D strengthens the Company's R&D capabilities in disciplined decision-making in complex APIs, peptides, and advanced chemistry platforms. In view of the same, it is proposed that the Company continues to avail Dr. Futran's technical services at a professional level, while having a strategic R&D oversight at a Board level.
8	Copy of the valuation or other external party report, if any such report has been relied upon	NA
9	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	NA
10	Any other information that may be relevant	Dr. Futran has been associated with Neuland as a member of the Scientific Advisory Board (SAB) and as a Technical Consultant, providing strategic inputs across R&D and manufacturing programmes. His engagement has already demonstrated significant value to the Company.