



GlaxoSmithKline Pharmaceuticals Limited
Corporate Identity Number (CIN): L24239MH1924PLC001151
Regd. Office: Dr. Annie Besant Road, Mumbai 400 030.
Telephone: 022-24959595 • Fax: 022-24959494
Email: askus@gsk.com • Website: www.gsk-india.com

NOTICE OF POSTAL BALLOT

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 (“**Act**”) and other applicable provisions, if any, of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), as amended from time to time, read with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 33/2020 dated September 28, 2020 and Circular No.02/2021 dated January 13, 2021 issued by the Ministry of Corporate Affairs (“**MCA**”) (hereinafter collectively referred to as “**MCA Circulars**”), that the Resolution appended below for seeking sale and transfer of business undertaking is proposed to be passed as a Special Resolution by the Members of GlaxoSmithKline Pharmaceuticals Limited (“**Company**”) through Postal Ballot only by voting through electronic means (“**remote e-voting**”).

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice and login ID and password for remote e-voting. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

An explanatory statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolution setting out the material facts and reasons thereof, is appended to this Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company at its meeting held on 21st April 2021 has appointed Mr. P. N. Parikh (Membership No. FCS 327) and failing him Ms. Jigyasa Ved (Membership No. FCS 6488) of Parikh & Associates, Practicing Company Secretaries, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

The remote e-voting period commences from 9.00 a.m. (IST) on 28th April 2021 and ends at 5.00 p.m. (IST) on 27th May 2021. The Scrutinizer shall, immediately after the conclusion of voting through remote e-voting unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the remote e-voting, a scrutinizer’s report of the total votes cast in favour and against, if any, and submit his report to the Chairperson of the Company, or any person authorized by him. The results of the Postal Ballot will be announced on or before 29th May 2021 at any time before 05:00 p.m. (IST).

The said results along with the Scrutinizer’s Report would be intimated to BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed. Additionally, the results will also be uploaded on the Company’s website <https://india-pharma.gsk.com/en-in/investors/shareholder-information/> and on the website of KFin Technologies Private Limited <https://evoting.kfintech.com/>.

Sale and transfer of Business Undertaking

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and any other applicable rules framed thereunder, Memorandum of Association and Articles of Association of the Company and approval of the Property Committee and Board of Directors of the Company (**“Board”**), and subject to approval from the Karnataka Industrial Area Development Board (**“KIADB”**) and other approvals, consents, permissions and sanctions as may be required from any concerned statutory / regulatory authorities and such other approvals and subject to such terms and conditions and with such modifications as may be required by the KIADB or any of the concerned authorities or as the Board may deem fit and appropriate in the interest of the Company, consent of the members, be and is hereby accorded to the sale and transfer of the Company’s manufacturing facility situated at Vemgal, Karnataka (**“Vemgal Facility”**) (including but not limited to the plant and machinery, equipment, assets and software relating to the Vemgal Facility and more particularly defined as ‘Transferred Assets’ in the ATA (*defined below*), to Hetero Labs Limited a company incorporated under the laws of India bearing CIN U24110TG1989PLC009723 (**“Buyer”**), on an itemized sale basis and for a consideration of Rs. 180 crores (Rupees One Hundred Eighty Crores only) and in accordance with the provisions of the Asset Transfer Agreement (**“ATA”**) between the Company and the Buyer and other definitive documents in this regard (the **“Transaction”**).

RESOLVED FURTHER THAT, the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing and varying the terms and conditions to transfer the Vemgal Facility, the consideration thereof, the methods and modes in respect thereof, and finalizing, modifying and executing necessary documents, including the ATA, contracts, agreements, deeds of assignment / conveyance and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including governmental authorities if required, and deal with any matters, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution, and to settle any questions, difficulties or doubts that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this Resolution, to any Director(s), or to any committee of Directors or any other officer(s) / Authorised Representative(s) of the Company, or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary to give effect to this Resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, matters, deeds and things and to take such steps as expedient or desirable to give effect to this resolution.”

By Order of the Board of Directors

Ajay Nadkarni
Vice President- Admin, Real Estate
& Company Secretary
Membership No. FCS 10460

Mumbai, 21st April 2021

Registered office:

252, GSK House,

Dr. Annie Besant Road

Worli, Mumbai 400030

Email: askus@gsk.com

Website: www.gsk-india.com

NOTES:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013 (“**Act**”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”) stating material facts and reasons for the proposed resolution is annexed hereto.
2. In compliance with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 33/2020 dated September 28, 2020 and Circular No. 02/2021 dated January 13, 2021 issued by the Ministry of Corporate Affairs (“**MCA**”) (hereinafter collectively referred to as “**MCA Circulars**”), this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. In case of any queries, Members may write to askus@gsk.com. Members may note that this Postal Ballot Notice will also be available on the Company’s website, <https://india-pharma.gsk.com/en-in/investors/shareholder-information/postal-ballot/>, websites of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited, <https://www.bseindia.com> and National Stock Exchange of India Limited, <https://www.nseindia.com/> and on the website of KFin Technologies Private Limited, <https://evoting.kfintech.com/>.
3. The documents referred to in the Notice and the Explanatory Statement has been uploaded on the website of the Company <https://india-pharma.gsk.com/en-in/investors/shareholder-information/postal-ballot/> to facilitate online inspection until last date of remote e-voting.
4. The Resolution, if passed by requisite majority, will be deemed to have been passed on the last date of remote e-voting i.e. 27th May 2021.
5. **The instructions for remote e-voting are as under:**
 - i. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Rules, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and MCA Circulars, the Company has provided the facility of remote e-voting to all Members, to enable them to cast their votes electronically. The Company has engaged the services of KFin Technologies Private Limited (“Kfintech”) to provide remote e-voting facility to its Members.
 - ii. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on 23rd April 2021 (“**Cut-off date**”). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a Member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only. The remote e-voting period commences from 9.00 a.m. (IST) on 28th April 2021 and ends at 5.00 p.m. (IST) on 27th May 2021. The e-voting module shall be disabled by KFinTech thereafter. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
 - iii. The Board of Directors of the Company has appointed Mr. P. N. Parikh (Membership No. FCS327), and failing him, Ms. Jigyasa Ved (Membership No. FCS6488) of Parikh & Associates, Practicing Company Secretaries, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ARE AS UNDER.:

For Members receiving an e-mail from KFin, e-voting service provider [for Members whose e-mail addresses are registered with the company / DP(s)]:

- i. Open your web browser during the voting period and navigate to <https://evoting.kfintech.com>.
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be E-Voting Event Number XXXXX (EVEN) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change menu wherein you are required to mandatorily change your 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 you to change your password and update your contact details like mobile number, e-mail ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the E-voting event.
- vii. Select the EVENT of GlaxoSmithKline Pharmaceuticals Ltd and click on "SUBMIT".
- viii. Now you are ready for e-voting as "Cast Vote" page opens.
- ix. 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, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR / AGAINST" taken together not exceeding your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the 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.
- x. Members holding multiple folios / Demat accounts shall choose the voting process separately for each folio / Demat accounts.
- xi. You may then cast your vote by selecting an appropriate option and click on "SUBMIT".
- xii. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution(s).
- xiii. Corporate / institutional Members (i.e. other than Individuals, HUF, NRI etc.,) are also required to upload in the e-voting portal, the scanned certified true copy (PDF Format) of the board resolution / authority letter etc., together with attested specimen signature(s) of the duly authorised representative(s) or alternatively to send by e-mail, to the scrutinizer at e-mail, askus@gsk.com with a copy marked to evoting@kfintech.com. The scanned image of the abovementioned documents should be in the naming format "GlaxoSmithKline Pharmaceuticals Limited - Postal Ballot".

In the light of the MCA Circular, Members who have not registered their e-mail address are requested to temporarily get their e-mail registered with the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, by following the registration process as mentioned below:

Electronic folios:

- (a) Visit the following link
<https://ris.kfintech.com/clientservices/postalballot/registration.aspx>
- (b) Select the company name i.e. GlaxoSmithKline Pharmaceuticals Ltd.
- (c) Member to enter DPID-CLID and PAN.
- (d) Member to enter the e-mail ID and Mobile No.
- (e) System checks the authenticity of the client ID and PAN and send the different OTPs to Mobile and e-mail to Validate.
- (f) Member to enter the OTPs received by SMS and e-mail to complete the validation process. (OTPs will be valid for 5 min only).
- (g) System confirms the registration of e-mail ID for the limited purpose of serviced postal ballot notice.
- (h) System will send the notice & procedure for E-voting to the e-mail given by Member.

Physical folios:

- (a) Visit the following link
- (b) <https://ris.kfintech.com/clientservices/postalballot/registration.aspx>
- (c) Select company name i.e. GlaxoSmithKline Pharmaceuticals Ltd.
- (d) Member to enter physical Folio No and PAN.
- (e) If PAN is not available in the records, member to enter one of the Certificate No.
- (f) Member to enter the e-mail ID and Mobile No.
- (g) System check the authenticity of the Folio No. and PAN/ Certificate No. and send the different OTPs to Mobile and e-mail to Validate.
- (h) Member to enter the OTPs received by SMS and e-mail to complete the validation process. (OTPs will be valid for 5 min only).
- (i) If PAN is not available in the records, system will prompt to upload the duly signed scan copy of the PAN.
- (j) System confirm the registration of e-mail ID.
- (k) System will send the notice & procedure for E-voting to the e-mail given by Member.

Post successful registration of the e-mail, the member would get soft copy of the notice and the procedure for E-voting along with the User ID and the Password to enable E-voting for this Postal Ballot. In case of any queries, member may write to einward.ris@kfintech.com.

Other instructions:

- i. It is clarified that for permanent registration of e-mail address, the Members are however requested to register their e-mail address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, Selenium Tower B, Plot No. 31&32, Gachibowli, Financial District, Hyderabad - 500 032, by following due procedure.

- ii. Those Members who have already registered their e-mail address are requested to keep their e-mail addresses validated with their Depository Participants/ the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited to enable servicing of notices/ documents/ Annual Reports electronically to their e-mail address.
- iii. In case of any query/ grievance pertaining to E-voting, please visit Help & FAQ section of <https://evoting.kfintech.com> or contact Mr. K V Prem Nair, Manager at KFin Technologies Private Limited, Unit: GlaxoSmithKline Pharmaceuticals Limited, Selenium Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Hyderabad - 500032, e-mail: einward.ris@kfintech.com, Contact No.: 040-67162222 & Toll-free No. 1800 309 4001.
- iv. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
- v. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the company as on the Cut-Off date (i.e. 23rd April 2021).
- vi. The scrutinizer shall within a period of two working days from the conclusion of the e-voting period unblock the votes and make the scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairperson or any Director of the Company.
- vii. The results shall be declared at the registered office of the company.

EXPLANATORY STATEMENT

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

GSK plc had been contacted by regulatory authorities regarding the detection of genotoxic nitrosamine NDMA in ranitidine products. Based on the information received and correspondence with regulatory authorities, GSK plc made the decision to suspend the release, distribution and supply of all dose forms of ranitidine hydrochloride products to all markets, including India, as a precautionary action. The Company made the decision to discontinue the manufacture and supply of Zinetac tablets (150 mg and 300 mg products) in India since September 2019.

Post this, the Company took a comprehensive strategic review of the impact of this recall on all related assets in India including exploring various options for the Vemgal facility. A Strategic Assessment pertaining to the future of Vemgal facility was done to re-evaluate options for the facility, including (but not limited to) modify the facility to a multiproduct plant, and insource products currently being manufactured by internal/external manufacturing sites. Capital investment required for any such modifications, timelines to make the facility operational post engineering works & obtaining manufacturing license after validation studies for insourced product and Cashflow analysis including NPV & Payback of the insourced products compared to the cost where they are currently sourced was also examined. After evaluation, none of the alternate options were financially viable and the immediate sale of Vemgal facility was the most viable option with highest expected NPV.

GSK plc had appointed PwC as advisors to explore market conditions and opportunities for divestment of the Vemgal facility. A comprehensive local and global search involving more than 166 potential buyers was done and after undertaking an elaborate process for divestment and based on the recommendation of the Property Committee, the Board at its meeting held on 30th March 2021 approved the sale and transfer of the Vemgal facility to Hetero Labs Limited (the Buyer) on an itemized sale basis and for a consideration of Rs. 180 crores and subject to the approval of the Members, KIADB and other necessary approvals as may be required for the transaction in accordance with the provisions of the ATA, on such terms and conditions and with such modifications as may be required by any of the concerned authorities or as the Board may deem fit and appropriate in the interest of the Company.

In accordance with the provisions of Section 180(1)(a) of the Act, any sale, lease or otherwise disposal of whole or substantially the whole of the undertaking of a company requires the approval of members of the company by way of a Special Resolution and as per the provisions of Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, such approval by way of special resolution needs to be accorded by way of postal ballot.

The Board is of the opinion that the Transaction is in the best interest of the Company and therefore recommends the special resolution under Section 180(1)(a) of the Act as set out in the accompanying Notice for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, in the Special Resolutions set out in Notice. The Directors, therefore, recommend the Special Resolution.

By Order of the Board of Directors

Ajay Nadkarni
Vice President - Admin, Real Estate
& Company Secretary
Membership No. FCS 10460

Mumbai, 21st April 2021

Registered office:
252, GSK House,
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Worli, Mumbai 400030
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Website: www.gsk-india.com