



GlaxoSmithKline Pharmaceuticals Limited

Corporate Identity Number (CIN): L24239MH1924PLC001151

Dr. Annie Besant Road, Mumbai 400 030. • Telephone: 24959595 • Fax: 24959494

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Notice

NOTICE IS HEREBY GIVEN THAT the Ninetieth Annual General Meeting of GlaxoSmithKline Pharmaceuticals Limited will be held at the Birla Matushri Sabhagar, 19, Marine Lines, Mumbai 400 020, on **Friday, 31st July 2015 at 3.00 p.m.** to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the fifteen months period ended on 31st March 2015 together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare Dividend on Equity Shares for the fifteen months period ended 31st March 2015.
3. To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:
“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and The Companies (Audit and Auditors) Rules, 2014, (the Rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. Price Waterhouse & Co Bangalore LLP, Chartered Accountants (Membership No. FRN 007567S/ S-200012), who have offered themselves for re-appointment and have confirmed their eligibility to be appointed as Auditors, in terms of provisions of Section 141 of the Act, and Rule 4 of the Rules, be and are hereby re-appointed as Statutory Auditors of the Company for the Company’s financial year, 1st April 2015 to 31st March 2016, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to service tax and re-imbursment of out of pocket expenses incurred by them in connection with the audit of Accounts of the Company.”

SPECIAL BUSINESS

4. **Appointment of Director**
To appoint a Director in place of Mr. V. Thyagarajan (DIN No. 00017541) who retires by rotation and being eligible offers himself for re-appointment.
5. **Appointment of Director**
To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:
“**RESOLVED THAT** Mr. Regis Simard (DIN No. 07186737) who was appointed as a Director of the Company with effect from 18th May 2015 in the casual vacancy caused by the resignation of Mr. S. Harford and who, in terms of Section 161(4) of the Companies Act, 2013 holds office as Director upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director as per Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company liable to retire by rotation.”
6. **Amendment to the Articles of Association**
To consider and, if thought fit, to pass the following resolution as a Special Resolution:
“**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted as the Articles of Association of the Company in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.
“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and action as may be necessary, proper or expedient to give effect to this resolution.”
7. **Ratification of Remuneration to Cost Auditor**
To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:
“**RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to Messrs. R Nanabhoj & Company, Cost Accountants having Firm Registration No. 007464 appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the fifteen months period ending 31st March 2015, amounting to Rs. 2.75 lakhs as also the payment of service tax as applicable and re-imbursment of out of pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed.”

NOTES:

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item Nos. 4 to 7 of the accompanying Notice are annexed hereto. The relevant details as required under Clause 49 of the Listing Agreements entered into with the Stock Exchanges, of persons seeking appointment/re-appointment as Directors under Item Nos. 4 and 5 of the Notice, are mentioned on page No. 19 of the Annual Report.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF SUCH MEMBER. A PROXY NEED NOT BE A MEMBER. **A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. A Proxy Form is attached herewith.**
3. The proxy form in order to be effective must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
4. The Register of Members and Transfer books of the Company will be closed from Saturday 25th July 2015 to Friday, 31st July 2015 (both days inclusive).
5. Payment of dividend as recommended by the Directors, if approved at the Meeting, will be made to those members whose names are on the Company's Register of Members on 31st July, 2015 and those whose names appear as Beneficial Owners as at the close of the business hours on 24th July, 2015 as per the details to be furnished by the Depositories, viz. National Securities Depository Limited and Central Depository Services (India) Limited for this purpose.
6. Please quote your Folio number and our Company's name in all the correspondence with Karvy Computershare Private Limited, Unit: GlaxoSmithKline Pharmaceuticals Limited, Karvy Selenium Tower B Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad, Telangana-500 032 who are acting as our Registrars & Share Transfer Agents. Your Folio Number is stated in the Share Certificate and also on the attendance slip sent with this Annual Report.
7. Members are requested to immediately intimate change of address, if any, to the Company/Registrars & Share Transfer Agents quoting reference of the Registered Folio Number.
8. If you have shares registered in the same name or in the same order of names but in several Folios, please let us know so that we may consolidate them into one Folio.
9. You may now avail of the facility of nomination by nominating, in the prescribed form, a person to whom your shares in the Company shall vest in the event of your death. Interested members may write to the Company/Registrars & Share Transfer Agents for the prescribed form.
10. Pursuant to Section 205A & Section 205C of the Companies Act, 1956, all unclaimed dividends up to the dividend for the financial year ended 31st December 2006 have been transferred to the General Revenue Account of the Central Government. Prior to such transfer, the Company had individually informed the members concerned about the particulars of the unclaimed dividend together with warrants for the dividend remained un-encashed. Members who have not encashed the dividend warrants for the said period are requested to claim the amount from the Registrar of Companies, Mumbai, Maharashtra.
11. Please encash your dividend warrants immediately on their receipt by you, as dividends remaining unclaimed for seven years are now required to be transferred to the 'Investor Education and Protection Fund' established by the Central Government. Once transferred, members will be unable to claim any unpaid dividend either from the said Fund or from the Company.
12. Action required to be taken by the members in case of non-receipt/non-encashment of dividends:

In case of non-receipt/non-encashment of dividend warrants, members are requested to correspond with the Company's Registered Office/the Registrar of Companies, as mentioned hereunder:

Financial Year	Contact Office	Action to be taken
2007-2013	Registered Office	Letter on a plain paper
1969 to 1995	Office of the Registrar of Companies CGO Complex, 'A' Wing, 2 nd floor, Next to RBI, CBD-Belapur, Navi Mumbai- 400 614, Maharashtra. Tel.: 27576802	Claim in Form No. II of the Companies Unpaid Dividend (Transfer to General Reserve Account of the Central Government) Rules, 1978.

The Ministry of Company Affairs has undertaken a "Green Initiative in Corporate Governance" and allowed companies to share documents with its shareholders through an electronic mode. Amendment to the Listing Agreement with the Stock Exchanges permit companies to send soft copies of the Annual Report to all those shareholders who have registered their email addresses for the said purpose. Members are requested to support this Green Initiative by registering/updating their e-mail addresses for receiving electronic communications.

13. Queries on accounts and operations of the Company, if any, may please be sent to the Company seven days in advance of the Meeting so that the answers may be made available at the Meeting.
14. Members are requested to bring their personal copy of the Annual Report to the Meeting.
15. General Instructions
 - (i) Members holding shares either in demat or physical mode who are in receipt of Notice in physical form, may cast their votes using the Ballot Form enclosed to this Notice.
 - (ii) Members may alternatively opt for e-voting, for which the USER ID and initial password are provided at the bottom of the Ballot Form. Please follow steps from Sr. No. (1) to (11) under Instruction for e-voting in the enclosed attendance slip.
 - (iii) In the event, a member casts his votes through both the processes i.e. e-voting and Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.

- (iv) The E-voting period commences from 9.00 a.m. on 28th July, 2015 and ends on 5.00 p.m. on 30th July, 2015. During this period, the members of the Company, holding shares either in physical form or in demat form, as on the cut-off date of 24th July, 2015 may cast their vote electronically. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (v) Mr. P. N. Parikh of M/s. Parikh & Associates, Practicing Company Secretaries (Membership No. FCS 327) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- (vi) The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than three days of conclusion of the meeting a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
- (vii) The results will be declared at the Registered Office of the Company situated at GlaxoSmithKline Pharmaceuticals Limited, Dr. Annie Besant Road, Worli, Mumbai 400 030 and the Resolutions will be taken as passed effectively on the date of Annual General Meeting. The said results along with the Scrutinizer's Report shall be placed on the Company's website www.gsk-india.com and on the website of Karvy – www.evoting.karvy.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), where the shares of the Company are listed.
- (viii) Subject to the receipt of sufficient votes, the resolution shall be deemed to be passed at the 90th Annual General Meeting of the Company scheduled to be held on Friday, 31st July, 2015.

By Order of the Board of Directors

A. A. Nadkarni
Company Secretary

Mumbai, 18th May 2015
Registered Office:
Dr. Annie Besant Road,
Mumbai 400 030.

Explanatory Statement pursuant to Section 102 of Companies Act, 2013

Item No. 4 & 5

Glaxo Group Limited U.K. have rights enshrined in the Articles of Association to appoint Directors not exceeding one-third of the total number of Directors. Accordingly, they have appointed four Non-retiring Directors.

In terms of the provisions of the Companies Act, 2013, the Independent Directors will be excluded for ascertaining the number of Directors liable to retire by rotation. In view of this provisions, Glaxo Group Limited will have right to appoint one third of the retiring Directors and hence can appoint two Non-retiring Directors. Accordingly, Glaxo Group Limited U.K. have informed that Mr. V. Thyagarajan (DIN No. 00017541) and Mr. Regis Simard (DIN No. 07186737) who were Non-Retiring Directors, will now be the Directors retiring by rotation and, being eligible, offer themselves for re-appointment.

Mr. Regis Simard was appointed by the Board of Directors of the Company as a Director of the Company with effect from 18th May 2015, in the casual vacancy caused by the resignation of Mr. S. Harford. Under Section 161 of the Companies Act, 2013, Mr. Harford holds office upto the date of the ensuing Annual General Meeting of the Company. The Company has received from a member notice along with necessary deposit under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Simard for the office of Director of the Company.

None of the Directors other than Mr. V. Thyagarajan and Mr. R. Simard and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, in the Ordinary Resolutions set out at Item Nos. 4 & 5 of the Notice.

The brief details of the both the Directors are given in the Corporate Governance Report.

The Board of Directors recommend the Ordinary Resolutions for your approval.

Item No. 6:

The existing Articles of Association ("AoA") are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in Conformity with the Act.

With the coming into force of the Companies Act, 2013, several regulations of the existing AoA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles.

The New AoA to be substituted in place of the existing AoA are based on Table 'F' of the Act which sets out the model Articles of Association for a Company limited by shares. Shareholder's attention is invited to certain salient provisions in the new draft of AoA of the Company viz;

1. Provisions relating to the appointment of Independent and Women Directors have been added.
2. Provisions relating to the appointment of Key Managerial Personnel have been added.
3. Provisions relating to giving of special notice by shareholders for moving any resolution at a Shareholders meeting have been amended in accordance with the Act.
4. Provisions relating to disclosures to be made by Directors at meeting of the Board and vacation of office by Directors have been amended in accordance with the Act.
5. Provisions relating to use of the electronic medium to communicate with the Shareholders and Directors have been added.
6. Various existing articles have been aligned with the Act.
7. The statutory provisions of the Act which permit a Company to do some acts 'if so authorized by its Articles' or provisions which require a Company to do acts in a prescribed manner "unless the Articles otherwise provide" have been specifically included.

The proposed new draft of AoA is being uploaded on the Company's website for perusal by the Shareholders.

The existing AoA and the proposed new draft of AoA is available for inspection by the members at the registered Office of the Company on any working day excluding public holidays and Sundays, between 11.00 a.m. to 1.00 p.m. upto and including the date of Annual General Meeting.

None of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, in the Special Resolution set out at Item No. 6 of the Notice.

The Board of Directors recommend the Special Resolution for your approval.

Item No. 7:

The Board of Directors of the Company on the recommendation of the Audit Committee approved the appointment and remuneration of Messrs. R Nanabhoy & Company, Cost Accountants, to conduct the audit of the cost records of the Company for the financial period ended March 31, 2015. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a) (ii) of The Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors during the year 2015 as set out in the Resolution for the aforesaid services to be rendered by them.

None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way concerned or interested in the said Resolution. The Board of Directors recommend the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the Members.

By Order of the Board of Directors

A. A. Nadkarni
Company Secretary

Mumbai, 18th May 2015
Registered Office:
Dr. Annie Besant Road,
Mumbai 400 030.

Location of the AGM

