



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

NOTICE IS HEREBY GIVEN THAT the Ninety Third Annual General Meeting of GlaxoSmithKline Pharmaceuticals Limited will be held at the Birla Matushri Sabhagar, 19, Marine Lines, Mumbai 400 020, on **Tuesday, 24th July 2018 at 2.30 p.m.** to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended 31st March 2018 together with the Reports of the Board of Directors and Auditors thereon.
2. To declare Dividend on Equity Shares for the financial year ended 31st March 2018.
3. To appoint a Director in place of Mr. Raju Krishnaswamy (DIN No:03043004), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. Appointment of Director

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

“RESOLVED THAT Mr. Subesh Williams (DIN No.07788549) who was appointed by the Board of Directors as a Director of the Company with effect from 7th April 2017 in the casual vacancy caused by the resignation of Mr. R. C. Sequeira (DIN 01549120) 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 under Section 160(1) of the Act proposing his candidature for the office of Director of the Company be and is hereby appointed as Director of the Company, liable to retire by rotation.”

5. Appointment of Director

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

“RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Ms. Puja Thakur (DIN: 07971789), who was appointed as an Additional Director by the Board of Directors of the Company with effect from 1st January 2018 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

6. Appointment of Whole-time Director

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of the Central Government, the Company hereby accords its approval to the appointment of and remuneration payable to Ms. Puja Thakur (DIN No: 07971789) as the Whole-time Director & CFO of the Company for a period of three years starting from 1st January 2018 to 31st December 2020, on the terms and conditions including remuneration as approved by the Nomination and Remuneration Committee of the Board and as set out in the agreement to be entered into between the Company and Ms. Puja Thakur, a draft whereof initialled by the Managing Director for the purpose of identification is placed before the meeting, which draft agreement be and is hereby specifically approved with liberty to the Board of Directors of the Company (“the Board”) to alter, vary and modify the terms and conditions of the said appointment and the Agreement in such manner as may be agreed to between the Board of Directors and Ms. Puja Thakur.

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.”

7. Approval of Transactions / Contracts / Arrangements with Related Party

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

“RESOLVED THAT pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the Company be and is hereby accorded to the Audit Committee / Board of Directors to cause the Company to enter into transactions / contracts / agreements with GSK Biological S.A. (Belgium) (a ‘related party’ as per the Companies Act, 2013 and SEBI Listing Regulations), in the ordinary course of its business and on arm’s length basis, for purchase of products, goods, raw material, active pharmaceuticals ingredients, stock in trade as also for reimbursements of expenses, recovery of cost, or such other transactions, on such terms and conditions as may be mutually agreed upon between the Company and such related party for an amount not exceeding ₹ 600 crores (Rupees Six Hundred Crores only) in each financial year.

RESOLVED FURTHER THAT the Board of Directors of the Company, jointly and / or severally, be and is hereby authorised to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party, finalise the terms and conditions as may be considered necessary, expedient or desirable and execute such agreements, documents and writings and to make such filings as may be necessary or desirable, in order to give effect to this Resolution in the interest of the Company.”

8. 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 R Nanabhoy & 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 financial year ending 31st March 2018, amounting to ₹ 5.70 lakhs plus payment of taxes as applicable and re-imbursement of out of pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed.”

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under Item Nos. 4 to 8 of the Notice, is annexed hereto. The relevant details, pursuant to Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are incorporated / stated in the Explanatory Statement annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF AND 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 instrument i.e. Proxy Form appointing the proxy, in order to be effective, must be deposited at the Company’s Registered Office, duly completed and signed, not less than FORTY EIGHT HOURS before the commencement of the AGM. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable.
4. The Register of Members and Share Transfer books of the Company will be closed from Tuesday, 17th July 2018 to Tuesday, 24th July 2018 (both days inclusive).
5. If the Dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend will be made as under:
 - i. To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on Monday, 16th July 2018;
 - ii. To all Members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company as of the close of business hours on Monday, 16th July 2018.

6. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to Karvy Computershare Private Limited, the Registrars & Share Transfer Agents of the Company quoting their Folio number. Your Folio Number is stated on the Share Certificate and on the attendance slip sent along with Annual Report.
7. Members are requested to notify immediately change of address, if any, to the Company / Registrars & Share Transfer Agents, in respect of shares held by them by quoting Folio Number.
8. If you have shares registered in the same name or in the same order of names but in multiple Folios, please inform so that Company will 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 or download it from Company website www.gsk-india.com/investors/.
10. Pursuant to the provisions of Section 124(5) of the Act the dividend which remains lying unclaimed/unpaid for a period of seven years from the date of transfer to the unpaid dividend account of the Company is required to be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. During the financial year, the dividend declared by the Company in respect of the financial year ended 31st December 2010, which is unclaimed, has been transferred to IEPF. Members who have not encashed their dividend warrants for subsequent period are requested to encash the same immediately.
11. Pursuant to the provisions of Section 124 (6) of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has transferred all shares in respect of which dividend has not been encashed by the shareholders for seven consecutive years or more to the demat account of the IEPF Authority.

The Members /claimants whose shares, unclaimed dividend, etc. have been transferred to the Fund may claim the shares by making an application to IEPF Authority in Form IEPF-5 (available on www.iepf.gov.in) along with requisite fee as decided by the Authority from time to time. The Member / claimant can file only one consolidated claim in a financial year as per the IEPF Rules and amendments thereto. Company has transferred 3,22,728 equity shares to IEPF on 30th November 2017.

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 and Share Transfer Agent, as mentioned hereunder:

Dividend Year	Contact Office	Action to be taken
2011-2017	Registered Office	Letter on a plain paper

The Ministry of Corporate 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 SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 (“SEBI Listing Regulations”) permit companies to send soft copies of the Annual Report to all those shareholders who have registered their e-mail addresses for the said purpose. Members are requested to support this Green Initiative by registering/updating their e-mail addresses for receiving electronic communications.

The Notice of the AGM along with the Annual Report 2017-2018 is being sent by electronic mode to those members whose e-mail addresses are registered with the Company / Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their e-mail address, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2017-2018 will also be available on the Company's website www.gsk-india.com/Investors/Financials Results.

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 reply can be made available at the Meeting.
14. Members are requested to bring their personal copy of the Annual Report to the Meeting.
15. All Documents referred to in the accompanying Notice and the Explanatory Statements shall be open for inspection at the Registered Office of the Company during normal business hours (9.30 a.m. to 5.30 p.m.) on all working days except Saturdays, Sundays (including Public Holidays) up to date of the AGM.
16. The route map showing directions to reach the venue of the Ninety Third AGM is annexed.

17. **VOTING THROUGH ELECTRONICS MEANS**

In compliance with 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 the Securities and Exchange Board

of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and the Secretarial Standards on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Ninety Third AGM of the Company by electronic means (remote e-voting) and the business may be transacted through e-Voting Services arranged by Karvy Computershare Private Limited.

- i. The facility for voting, either through electronic voting system or ballot paper shall also be made available at the venue of the AGM and members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the AGM.
- ii. The members who have cast their vote by remote e-voting prior to the AGM would be entitled to attend the AGM but shall not be entitled to vote at the AGM.
- iii. In the event, a member casts his votes through both the modes i.e. remote e-voting and voting at the AGM, votes cast through remote e-voting would be considered and the vote cast at the AGM would be ignored.
- iv. Members may opt for e-voting, for which the USER ID and initial password are provided at the bottom of the Attendance Slip. Please follow steps from Sr. No. (1) to (10) under Instruction for e-voting in the enclosed attendance slip.
- v. The E-voting period commences from 9.00 a.m. on Saturday, 21st July 2018 and ends at 5.00 p.m. on Monday, 23rd July 2018. 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 Monday, 16th July 2018 may cast their vote electronically. The e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast vote again.
- vi. The voting rights of shareholders 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. 16th July 2018. 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 as well as voting at the meeting. The members who have not cast vote through remote e-voting shall be entitled to vote at the meeting.

Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at evoting@karvy.com.

- vii. Mr. P. N. Parikh (Membership No. FCS 327) and failing him Mr. Mitesh Dhaliwala (Membership No. FCS 8331) of Parikh & Associates, Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the remote e-voting as also the voting at the venue of the AGM in a fair and transparent manner.
- viii. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, 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 48 hours of the 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 authorized by him in writing who shall countersign the same.
- ix. 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 AGM. 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. The results shall also be displayed on the Notice Board at the Registered Office of the Company.

By Order of the Board of Directors

A. A. Nadkarni
Company Secretary
ACS 11026

Mumbai, 24th May 2018
Registered Office:
Dr. Annie Besant Road,
Mumbai 400 030.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

Item No. 4

Based on the recommendation of the Nomination and Remuneration Committee, Mr. Subesh Williams (DIN No.07788549) was appointed by the Board of Directors of the Company as a Director of the Company with effect from 7th April 2017 in the casual vacancy caused by the resignation of Mr. R. C. Sequeira, a Director of the Company. Under Section 161 of the Companies Act, 2013, Mr. Subesh Williams holds office up to the date of the ensuing Annual General Meeting (AGM) of the Company. The Company has received from a member notice under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Subesh Williams for the office of Director of the Company. The details required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are provided in Corporate Governance Report.

In compliance with the applicable provisions of the Companies Act, 2013, Ordinary Resolution as set out at Item No. 4 of the accompanying Notice is now being placed before the members at the AGM for their approval.

None of the Directors, Key Managerial Personnel of the Company or their relatives other than Mr. Subesh Williams are, in any way, concerned or interested, in the Ordinary Resolutions set out at Item No. 4 of the Notice.

Mr. Subesh Williams is not related to any Director or Key Managerial Personnel of the Company.

The Board of Directors recommend the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members.

Item No. 5 & 6

Based on the recommendation of the Nomination and Remuneration Committee, Ms. Puja Thakur was appointed as an Additional Director on the Board of the Directors of the Company with effect from 1st January 2018 to hold office up to the date of the Annual General Meeting (AGM). She was also appointed as the Whole-time Director & CFO of the Company with effect from 1st January 2018, subject to approval of the central Government and the Members. The Company has received from a member notice under Section 160 of the Companies Act, 2013 proposing the candidature of Ms. Puja Thakur for the office of Director of the Company. The details required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are provided in Corporate Governance Report.

The terms of her appointment and the remuneration payable to her as contained in the draft of the Agreement to be entered into with Ms. Puja Thakur are given hereunder:

1. **Period:** Ms. Puja Thakur: 1st January 2018 to 31st December 2020.

2. **Nature of Duties:**

Ms. Puja Thakur, Whole-time Director, shall devote the whole of her time and attention to the business and affairs of the Company and shall perform and discharge all such duties and responsibilities as may from time to time be assigned and entrusted to her by the Managing Director. She shall be accorded and shall possess and exercise all such powers as may be required by and be granted to her for the proper performance, discharge and execution of her duties and responsibilities. She shall at all times be subject to the superintendence, control and direction of and shall be responsible and accountable directly to the Managing Director and shall in all respects comply with all her lawful directions.

3. **Remuneration:**

Ms. Puja Thakur shall be entitled to the following emoluments, benefits and perquisites during the period of her employment subject to the ceiling limits laid down in Section 197 and Schedule V of the Companies Act, 2013:

- (i) Salary not exceeding ₹12,00,000 per month to be fixed by the Board of Directors from time to time.
- (ii) Performance Bonus will be allowed in addition to salary according to the Scheme framed by the Company. The amount payable for each financial year or part thereof will be decided by the Board or a Committee thereof from time to time in its absolute discretion but shall not exceed an amount equal to 100% of the salary for the relevant period. Performance Bonus, will not be included as part of Salary for the purpose of making contributions to the Provident Fund and Pension Fund.
- (iii) Long-term Incentive Plan (Share Value Plan), Share Option Plan and Performance Shares Plan benefits as per schemes applicable to the senior managers of the GlaxoSmithKline Group companies. The amount payable for each financial year or part thereof will be approved by the Board or a Committee thereof.

(iv) **Perquisites:**

- (a) In addition to payments under (i), (ii) and (iii) above, the said Employee will be entitled to perquisites and allowances including provision of rent-free furnished residential accommodation or house rent allowance up to 50% of salary per month in lieu thereof, medical reimbursement and hospitalization insurance for the said Employee and his family, Leave Travel Allowance as per the Company's Rules, club fees (subject to a maximum of 2 clubs and not including admission and life membership fees), Personal Accident Insurance cover, relocation allowance, and any other general or specific allowance and/or perquisite in accordance with the rules of the Company or as may be agreed to by the Board of Directors and the said employee.

For the above purposes (a) the expenditure incurred by the Company on gas, electricity, water and furnishings will be valued as per the Income-tax Rules, 1962 and (b) "family" means the spouse and dependent children of the said employee.

The amount of the aforesaid perquisites and allowances will be restricted to an amount equal to the annual salary of the said employee.

- (b) The Whole-time Director shall be a member of the Company's Provident Fund and the rules, regulations and bye-laws of this Fund, for the time being in force, shall apply to her. The said employee will be a member of the Glaxo India Limited Pension Fund Scheme and shall be entitled to the benefits provided under the said Scheme and the rules, regulations and bye-laws of that Scheme, for the time being in force, shall apply to her. Provided that the Company's contribution to the Provident Fund and the Pension Fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income-tax Act.

The said Employee shall be entitled to gratuity which shall be paid as per the Company's rules and will not be included in the computation of the ceiling on perquisites.

The said Employee shall be entitled to Annual Leave of thirty calendar days on completion of every year of service. Encashment of leave at the end of the tenure will be permitted in accordance with the rules of the company, and will not be included in the computation of the ceiling on perquisites.

- (c) (i) The Company shall provide and make available to the said Employee a car of such make, as may from time to time be determined by the Company, and a driver, and shall bear and pay all garage rent, repairs, maintenance, running and other costs and charges whatsoever, in connection with the use of such car aforesaid by the said Employee.
- (ii) The Company shall provide the said Employee with telecommunication facilities at his residence. Provision of a car for use on Company's business and telecommunication facilities at residence will not be considered as perquisites. Personal long distance calls on telephone and use of the car for private purposes shall be recovered by the Company from Said Employee.

4. Where in any financial year, the Company has no profits or its profits are inadequate, the remuneration payable will be in accordance with the provisions of Section II of Part II of Schedule V to the Companies Act, 2013, as may be amended from time to time.

5. Other Terms:

- (i) Ms. Puja Thakur shall not become interested or otherwise concerned directly or through her spouse and /or minor children in any selling agency of the Company without the prior approval of the Central Government.
- (ii) She shall be entitled to reimbursement of all actual expenses including on entertainment and travelling incurred in the course of the Company's business.
- (iii) Her appointment may be terminated by the Company or by her by giving three months' prior notice in writing in case of the Whole-time Director.
- (iv) The Agreement also sets out the mutual rights and obligations of the Company and Ms. P. Thakur.

In compliance with the applicable provisions of the Companies Act, 2013, Ordinary Resolutions as set out at Item Nos. 5 & 6 of the accompanying Notice are now being placed before the members at the AGM for their approval.

None of the Directors, Key Managerial Personnel of the Company or their relatives other than Ms. Puja Thakur are, in any way, concerned or interested, in the Ordinary Resolutions set out at Item Nos. 5 & 6 of the Notice.

Ms. Puja Thakur, is not related to any Director or Key Managerial Personnel of the Company.

The draft of the Agreement proposed to be entered into with Ms. Puja Thakur, is open for inspection at the Registered Office of the Company between 9.30 a.m. and 5.30 p.m. on all working days except Saturdays, Sundays (including Public Holidays) till the date of AGM.

The Board of Directors recommend the Ordinary Resolutions set out at Item Nos. 5 & 6 of the Notice for approval by the Members.

Item No. 7:

The Company is engaged in the business of manufacturing, selling, distribution and marketing of pharmaceuticals. The Company, in the ordinary course of its business and on arm's length basis enters in to various transactions, contracts and agreements, severally, with various GlaxoSmithKline affiliates, including GSK Biological S.A. (Belgium) (a 'related party' as per the provisions of the Companies Act, 2013 and Regulations 2(1) (zb) of the SEBI Listing Regulations).

The transactions with GSK Biological S.A. (Belgium), *inter alia*, include purchase of products (including important vaccines for the Indian market), goods, raw material, active pharmaceutical ingredients, stock in trade, availing or rendering of services as also reimbursements of expenses, recovery of cost or such other transactions, which are entered into ordinary course of the Company's business, at arm's length and in best interest of the Company.

Considering the future business projections, the Company envisages that the transactions with GSK Biological S.A. (Belgium) may exceed the materiality threshold of ten percent (10%) of the annual turnover of the Company (contained in the SEBI Listing Regulations). Thus, in terms of explanation (i) to Regulation 23 of the SEBI Listing Regulations, and by way of an enabling resolution, approval of the shareholders is being sought.

The particulars of the transactions/contracts/ arrangements are as under:

Name of the Related Party	GSK Biological S.A. (Belgium)
Name of Director(s) or Key Managerial Personnel who is related	NA
Nature of Relationship	GSK Biological S.A. (Belgium) and Company are both indirect subsidiaries of GSK Plc, UK.
Material terms of the transactions/ contracts/arrangements	Purchase of products (including important vaccines for Indian market), goods, raw material, active pharmaceuticals ingredients, stock in trade, availing or rendering of services, reimbursements of expenses, recovery of cost, or such other transactions.
Are the transactions in the ordinary course of business	Yes
Are the transactions on an arm's length basis	Yes
Whether the transactions would meet the arm's length standard in the opinion of the Company's transfer pricing consultants	Yes
Whether the transactions have been approved by the Audit Committee and the Board of Directors	Yes
Aggregate amount of transactions to be entered with related party	Up to ₹ 600 crores in each financial year.

The annual value of the transactions proposed is estimated on the basis of the Company's current transactions and future business.

The Audit Committee and the Board of Directors, at their meeting held on 24th May 2018 considered and approved the aforesaid transaction. The Board is of the opinion that of above transactions shall be in best interest of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives, are 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.

Item No. 8:

The Board of Directors of the Company on the recommendation of the Audit Committee approved the appointment and remuneration of R Nanabhoy & Company, Cost Accountants, to conduct the audit of the cost records of the Company for the financial period ended 31st March 2018. 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 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, are in any way concerned or interested in the said Resolution.

The Board of Directors recommend the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the Members.

By Order of the Board of Directors

A. A. Nadkarni
Company Secretary
ACS 11026

Mumbai, 24th May 2018
Registered Office:
Dr. Annie Besant Road,
Mumbai 400 030.

Location of Annual General Meeting Hall

