

# NOTICE

NOTICE IS HEREBY GIVEN THAT the Ninety-Fifth Annual General Meeting of GlaxoSmithKline Pharmaceuticals Limited will be held on **Monday, 27 July 2020 at 2.30 p.m.** through Video Conferencing ("VC") / Other Audio-Visual means ("OAVM") 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 31 March 2020 together with the Reports of the Board of Directors and Auditors thereon.
2. To declare Dividend on Equity Shares for the financial year ended 31 March 2020.
3. To appoint a Director in place of Ms. Puja Thakur (DIN: 07971789), who retires by rotation and being eligible, offers herself for re-appointment.

## SPECIAL BUSINESS

### 4. Appointment of Managing 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 other applicable provisions, if any, of the Companies Act, 2013, and the rules framed thereunder read with Schedule V of the Companies Act, 2013, including any statutory modifications or re-enactments thereof for the time being in force, and subject to the approval of the Central Government and all other statutory provisions if any, the approval of the company be and is hereby granted to the appointment and remuneration of Mr. Sridhar Venkatesh (DIN: 07263117) as the Managing Director of the company for a period of two years from 1 April 2020 to 31 March 2022, on the terms, conditions and stipulations, including remuneration as approved and recommended by the Nomination and Remuneration Committee and as contained in the draft of the Agreement to be entered into between the company and Mr. Sridhar Venkatesh, as placed before the meeting and initialed by the Chairman for the purpose of identification, which agreement be and is hereby specifically sanctioned 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 and Mr. Sridhar Venkatesh.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to take all necessary or desirable steps for the aforesaid purpose and matters incidental thereto."

### 5. Appointment of Dr. Ms. Sunita Maheshwari, as an Independent Director

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

**"RESOLVED That** Dr. Ms. Sunita Maheshwari (DIN: 01641411), who was appointed as an Additional Director of the company by the Board of Directors with effect from 18 May 2020 and who holds office up to the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 ("Act") but who is eligible for appointment and has consented to act as a Director of the company and in respect of whom the company has received a notice in writing from a Member under Section 160 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.

**RESOLVED FURTHER THAT** pursuant to the provisions of sections 149, 152, Schedule IV and other applicable provisions of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Dr. Ms. Sunita Maheshwari (DIN: 01641411), a Director of the company, who has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Act and SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years from 18 May 2020 to 17 May 2025."

### 6. 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 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 ₹700 crores (Rupees Seven 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 authorized 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, finalize 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."

#### 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 R. Nanabhoy and 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 year ending 31 March 2020, amounting to ₹5.70 lakhs plus payment of taxes as applicable and re-imbursalment of out of pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed."

#### NOTES

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated 5 May, 2020 read with circulars dated 8 April, 2020 and 13 April, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the

Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the company is being held through VC / OAVM.

2. 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 7 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 given in Corporate Governance Report.
3. 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 MCA 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.
4. Corporate Members intending to send their authorized representatives to attend the Meeting through VC, pursuant to Section 113 of the Companies Act, 2013 are requested to send to the company, a certified copy of the relevant Board Resolution together with the specimen signature(s) of their representative(s) who are authorized to attend and vote on their behalf at the Meeting.
5. The company has fixed Monday, 20 July 2020 as the Record Date for determining entitlement of members to final dividend (including special dividend) for the financial year ended 31 March 2020, if approved at the AGM.
6. If the Dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend, subject to deduction of tax at source, will be made as under:
  - 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, 20 July 2020;
  - 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, 20 July 2020.

7. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to KFin Technologies Private Limited, Registrar & Share Transfer Agent of the company quoting their Folio number.
8. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to the company's Registrars and Transfer Agents, KFin Technologies Private Limited, in case the shares are held by them in physical quoting their Folio Number.
9. If you have shares registered in the same name or in the same order of names but in multiple Folios, you are requested to send to the company or KFin Technologies Private Limited, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
10. Members are advised to register the nomination in respect of their shareholding in the company. Nomination Form (SH-13) is displayed on the company's website and can be accessed at link [www.gsk-india.com/investors](http://www.gsk-india.com/investors).
11. In case of joint holders, attending the Meeting, only such joint holders who are higher in the order of the names will be entitled to vote.
12. Pursuant to the provisions of Section 124(5) of the Act the dividend which remains 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 31 December 2012, 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.
13. 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](http://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.
14. 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.

Dividend	Financial Year	Dividend Declaration Date	Rate of Dividend per share (₹)	Due date for transfer to IEPF
67 <sup>th</sup> Dividend	2013	19 April 2014	50	22 June 2021
68 <sup>th</sup> Dividend	2014-2015	1 August 2015	63	4 October 2022
69 <sup>th</sup> Dividend	2015-2016	29 July 2016	50	2 October 2023
70 <sup>th</sup> Dividend	2016-2017	26 July 2017	30	28 September 2024
71 <sup>st</sup> Dividend	2017-2018	25 July 2018	35	27 September 2025
72 <sup>nd</sup> Dividend	2018-2019	23 July 2019	20	27 August 2026

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. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 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 and Annual Report 2019-20 will also be available on the company’s website [www.india-pharma.com /Investors/Financials/Results](http://www.india-pharma.com/Investors/Financials/Results) websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.

Members are requested to support this Green Initiative by registering/updating their email addresses for receiving electronic communications.

**The instructions for steps to be followed for registering the email ID are provided here.**

Shareholders who have not registered their email address and in consequence the Annual Report, Notice of e-AGM and e-voting notice could not be serviced may temporarily get their email address and mobile number registered with the company’s Registrar and Share Transfer Agent, KFin Technologies Private Limited, by clicking the link: <https://karisma.kfintech.com> for sending the same. Shareholders are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, shareholder may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)

**Process of registration of email addresses:**

**Electronic folios**

- (a) Visit the link <https://karisma.kfintech.com>
- (b) Select the company name.
- (c) Shareholder to enter DPID-CLID and PAN No.
- (d) Shareholder to enter the email ID and Mobile No.
- (e) System check the authenticity of the client ID and PAN and send the different OTPs to Mobile and Email to Validate.
- (f) Shareholder to enter the OTPs received by SMS and Email ID to complete the validation process. (OTPs will be valid for 5 min. only).

- (g) System confirms the email ID for the limited purpose of serviced AGM notice.
- (h) System will send the notice and procedure for e-voting to the email ID given by shareholder.

**Physical folios:**

- (a) Visit the link <https://karisma.kfintech.com>
- (b) Select company name.
- (c) Shareholder to enter physical Folio No and PAN No.
- (d) If PAN No is not available in the records, shareholder to enter one of the Certificate No.
- (e) Shareholder to enter the email ID and Mobile No.
- (f) System checks the authenticity of the Folio No. and PAN / Certificate No. and sends the different OTPs to Mobile and Email to Validate.
- (g) Shareholder to enter the OTPs received by SMS and email to complete the validation process. (OTPs will be valid for 5 min. only).
- (h) If PAN is not available, system will prompt to upload the duly signed scan copy of the PAN.
- (i) System will send the notice and procedure for e-voting to the email ID given by shareholder.

15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, accordingly, requested to submit their PAN to the Depository Participants with whom they maintain their Demat accounts. Members holding shares in physical form should submit their PAN to the company.
16. Members who have not registered / updated their email addresses with KFin Technologies Private Limited, are requested to do so for receiving all future communications from company including Annual Reports, Notices, Circulars etc. electronically.
17. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
18. Queries on accounts and operations of the company, if any, may please be sent to the company on



[askus@gsk.com](mailto:askus@gsk.com), seven days in advance of the Meeting so that the reply can be made available at the Meeting.

19. The documents pertaining to the items of business to be transacted at the AGM and the statutory registers required under the Act are available for inspection in electronic mode. The shareholders may write an email to [askus@gsk.com](mailto:askus@gsk.com) by mentioning "Request for Inspection" in the subject of the email.
20. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of shareholders w.e.f. 1 April 2020 and the company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the company / KFin Technologies Private Limited (in case of shares held in physical mode) and depositories (in case of shares held in demat mode). A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to [einward@kfintech.com](mailto:einward@kfintech.com) by 11:59 p.m. IST on 10 July 2020. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to [einward@kfintech.com](mailto:einward@kfintech.com). The aforesaid declarations and documents need to be submitted by the shareholders by 11:59 p.m. IST on 10 July 2020.
21. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
22. **Voting through electronics means**  
In compliance with provisions of Section 108 of the Companies Act, 2013 and 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 ("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 at the

95<sup>th</sup> Annual General Meeting (AGM) by electronic means (remote e-voting) and the business may be transacted through e-voting Services provided by NSDL.

The facility for voting, through electronic voting system on the resolution(s) shall also be made available at the AGM and members attending the meeting through VC/OAVM who have not already cast their vote on the resolution(s) by remote evoting shall be able to exercise their right to vote on such resolution(s) at the meeting.

- i. The Members who have already cast their vote by remote e-voting prior to the AGM would be entitled to attend the AGM through VC / OAVM but shall not be entitled to vote on such resolution(s) at the meeting.
- ii. The Remote e-voting period commences from 9.00 a.m. on Friday, 24 July 2020 and ends at 5.00 p.m. on Sunday, 26 July 2020. 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, 20 July 2020 may cast their vote electronically. The e-voting module shall be disabled by NSDL 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.
- iii. 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. Monday, 20 July 2020. 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 [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

- iv. Mr. P. N. Parikh (Membership No. FCS 327) and failing him Ms. Jigyasa N. Ved (Membership No. FCS 6488) and failing her 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 and also the voting at the AGM in a fair and transparent manner.

- v. 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 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.
- vi. The results will be declared at the Registered Office of the company situated at GlaxoSmithKline Pharmaceuticals Limited,

Dr. Annie Besant Road, Worli, Mumbai 400030 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](http://www.gsk-india.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.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.

### Instructions for Remote e-voting:

Members are requested to follow the instructions given below before they cast their vote through e-voting: Voting through electronic means.

The procedure and instructions for e-voting are as follows:

1. 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.
2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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.

4. 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. Your password details 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'.
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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - 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.

#### Details on Step 2 is given below:

#### How to cast your vote electronically on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active voting cycles.
2. After click on Active voting cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-voting as the voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

In case of any queries relating to e-voting you may refer to the FAQs for Shareholders and e-voting user manual for Shareholders available at the download section of <https://www.evoting.nsdl.com> or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

#### Process for those shareholders whose email IDs are not registered 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

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 [askus@gsk.com](mailto:askus@gsk.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 [askus@gsk.com](mailto:askus@gsk.com).

2. Alternatively member may send an email request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

**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 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 the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members 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. Further members can also use the OTP based login for logging into the e-voting system of NSDL.
2. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
3. Members who need assistance before or during the AGM, can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) 1800-222-990 or contact Mr. Amit Vishal, Senior Manager – NSDL at [amity@nsdl.co.in](mailto:amity@nsdl.co.in) 022-24994360 or Mr. Sagar Ghosalkar, Assistant Manager- NSDL at [sagar.ghosalkar@nsdl.co.in](mailto:sagar.ghosalkar@nsdl.co.in) 022-24994553

4. 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 [askus@gsk.com](mailto:askus@gsk.com) from Monday, 20 July, 2020 (9:00 a.m. IST) to Thursday, 23 July, 2020 (5:00 p.m. IST). 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.

By Order of the Board of Directors

A. Nadkarni  
Company Secretary  
FCS 10640

Mumbai, 18 May 2020

Registered Office:  
Dr. Annie Besant Road,  
Mumbai 400030.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013**

**Item No. 4**

Mr. Sridhar Venkatesh is a Registered Pharmacist, with a Master's in Pharmacy (Pharmaceutical Marketing) and has more than 24 years of experience. At the Board Meeting held on 3 March 2020 in terms of Notice received from GSK Plc under Article 141(b) and 168 of the Article of Association of the company, Mr. Sridhar Venkatesh (DIN: 07263117) was appointed as a non-retiring Director and Managing Director of the company for the period of two years from 1 April 2020 to 31 March 2022, subject to the approval of the Central Government. He does not hold any shares in the company. He is a Director of Biddle Sawyer Limited. 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 his appointment and the remuneration payable to him as contained in the draft of the Agreement to be entered in to with Mr. Sridhar Venkatesh are given hereunder:

**1. Period:** 1 April 2020 to 31 March 2022

**2. Nature of Duties:**

Mr. Sridhar Venkatesh, Managing Director, shall devote the whole of his time and attention to the business of the company. He shall have control of and full executive



responsibility for the general conduct and management of the business and affairs of the company. He shall exercise all such powers as may be granted and entrusted to or required by him for the proper performance, discharge and execution of his duties. He shall at all times be subject to the superintendence, control and direction of the Board of Directors of the company.

### 3. Remuneration:

Mr. Sridhar Venkatesh shall be entitled to the following emoluments, benefits and perquisites during the period of his employment subject to the ceiling limits laid down in Section 197 and Schedule V of the Companies Act, 2013:

- (i) Mr. Sridhar Venkatesh: Salary not exceeding ₹18,00,000 lakhs 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.

Special Bonus of ₹22,72,864/- will be paid to him in March 2021. Special Bonus will not be included as part of Salary for the purpose of making contributions to the Provident Fund.

- (iii) Long Term Incentive Plan (Share Value Plan), Share Option Plan and Performance Share Plan benefits as per the schemes are 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 Managing Director 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, overseas medical insurance for the Managing

Director 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, home leave, dependent visits travel, Singapore social security, pension and life insurance, household goods shipment and storage (both ways), hardship and utilities 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 Managing Director.

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 Managing Director.

The Income tax due on salary, allowance and perquisites provided to the said Employee shall be paid by the company.

The amount of the aforesaid perquisites and allowances will be restricted to an amount equal to five times the annual salary of the Managing Director.

- (B) The said employee 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 him. (The company will contribute 24% of salary and flexible allowance) Provided that the company's contribution to the Provident 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 Managing Director 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 Managing Director shall be entitled to Annual Leave of thirty-two 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) The company shall provide and make available to the Managing Director 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 Managing Director.

Provision of a car for use on company's business will not be considered as perquisites.

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.

4. In the event of any increase in the limits of the emoluments, benefits and perquisites payable in accordance with the laws, policies, rules, regulations or guidelines in force from time to time, the company may, in its discretion, increase the remuneration payable to the Managing Director, subject to obtaining such approvals as may be required.

5. Other Terms:

- (i) Mr. Sridhar shall not become interested or otherwise concerned directly or through his wife and/or minor children in any selling agency of the company without the prior approval of the Central Government.
- (ii) He shall be entitled to reimbursement of all actual expenses including on entertainment and travelling incurred in the course of the company's business.
- (iii) His appointment may be terminated by the company or by him by giving not less than three months' prior notice in writing in case of the Managing Director.
- (iv) The Agreements also set out the mutual rights and obligations of the company and Mr. Sridhar Venkatesh.

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 in the General Meeting for their approval. None of the Directors, Key Managerial Personnel of the company or their relatives other than Mr. Sridhar Venkatesh are, in any way, concerned or interested, in the Ordinary Resolution set out at Item No. 4 of the Notice.

Mr. Sridhar does not have any relationship with any other Directors or Key Managerial Personnel or Manager of the company. Mr. Sridhar has also given a declaration that he is not disqualified or debarred by SEBI or any other statutory authority from being appointed or continuing as Director.

The draft of the Agreement proposed to be entered into with Mr. Sridhar Venkatesh is open for inspection in electronic mode. The shareholders may write an email to [askus@gsk.com](mailto:askus@gsk.com) by mentioning "Request for Inspection" in the subject of the email.

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:**

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Dr. Ms. Sunita Maheshwari (DIN: 01641411) as an Additional Director with effect from 18 May 2020.

In terms of Section 149 and other applicable provisions of the Act, Dr. Ms. Sunita Maheshwari, being eligible, was also appointed as an Independent Director of the company for a term of 5 (five) consecutive years from 18 May 2020 to 17 May 2025 not being liable to retire by rotation subject to the approval of shareholders.

Dr. Ms. Sunita Maheshwari has consented to act as a Director of the company and has given a declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the Board, Dr. Ms. Sunita Maheshwari fulfills the conditions specified in the Act and the Rules thereunder for appointment as Independent Director and she is independent of the management. She has also given a declaration that she is not disqualified or debarred by SEBI or any other statutory authority from being appointed or continuing as Director.

The company has received a Notice in writing from a Member of the company under Section 160 of the Act proposing the candidature of Dr. Ms. Sunita Maheshwari 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 provisions of Section 149 of the Act and the Rules framed there under read with Schedule IV to the Act, and regulations 17 of SEBI Listing Regulations and other applicable Regulations, the appointment of Dr. Ms. Sunita Maheshwari as Independent Director is now being placed before the Members at the General Meeting, for their approval.

A copy of the draft letter of Appointment with her as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members in electronic mode. The shareholders may write an email to [askus@gsk.com](mailto:askus@gsk.com) by mentioning “Request for Inspection” in the subject of the email.

The Board considers that her association with the company would be of immense benefit to the company and it is hence desirable to avail services of Dr. Ms. Sunita Maheshwari as an Independent Director.

None of the Directors, Key Managerial Personnel of the company or their relatives other than Dr. Ms. Sunita Maheshwari are, in any way, concerned or interested, in the ordinary Resolution set out in Item No. 5 of the Notice.

Accordingly, the Board recommends the ordinary resolution as set out in Item No. 5 of the Notice for the approval of the members of the company.

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 ₹700 crores in each financial year

#### Item No. 6:

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 pharmaceuticals 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:

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 18 May 2020 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. 6 of the Notice for approval by the Members.

**Item No. 7:**

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 year ended 31 March 2020. 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. 7 of the Notice for approval by the Members.

By Order of the Board of Directors

A. Nadkarni  
Company Secretary  
FCS 10640

Mumbai, 18 May 2020

Registered Office:  
Dr. Annie Besant Road,  
Mumbai 400030.