

# NOTICE

NOTICE IS HEREBY GIVEN THAT the Ninety-Sixth Annual General Meeting of GlaxoSmithKline Pharmaceuticals Limited will be held on **Tuesday, 27 July 2021 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 2021 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 2021.
3. To appoint a Director in place of Mr. Subesh Williams (DIN 07786724), 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. Mark Dawson (DIN 09032378) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 28 January 2021 who in terms of Section 161(4) of the Companies Act, 2013 (“the Act”) 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. Re-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 (“the Act”) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby accords its approval to the appointment of and remuneration payable to Ms. Puja Thakur (DIN 07971789) as the Whole-time Director & Chief Financial Officer of the Company for a further period of three years starting from 1 January 2021 to 31 December 2023, 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 initialed 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.”

### 6. Commission to Independent Directors

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

“**RESOLVED THAT** pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013, (“the Act”) and the rules made thereunder, consent of the Company be and is hereby accorded to the payment of commission to the non-Whole-time Directors of the Company, excluding the Whole-time Directors and the Directors employed in the employment of the GlaxoSmithKline Group Companies, in addition to sitting fees being paid to them for attending the meetings of the Board or its Committees, for each financial year for a period with effect from 1 April 2021 to 31 March 2026, as may be determined by the Board from time to time, subject to a ceiling of one percent of the net profits of the Company, computed in the manner laid down in Section 198 of the Companies Act, 2013, with authority to the Board of Directors to distribute the commission amongst such Directors in such manner as the Board may decide from time to time.

### 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 & 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 2021, 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. 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 & 13 January, 2021 (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. Further, the Securities and Exchange Board of India (“SEBI”) vide its circulars dated May 12, 2020 and January 15, 2021 (“SEBI Circulars”) has also granted certain relaxations. 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 the 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. Institutional/corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (in PDF/JPG format) of their respective Board or governing body Resolution/Authorization etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email on its registered email address to [cs@parikhassociates.com](mailto:cs@parikhassociates.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
5. The Company has fixed Tuesday, 20 July, 2021 as the Record Date for determining entitlement of members to final dividend for the financial year ended 31 March 2021, 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 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 Tuesday, 20 July 2021;
  - 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 at of the close of business hours on Tuesday, 20 July 2021.
7. Members are requested to send all correspondence in connection with shares held by them addressed directly to KFin Technologies Private Limited, Registrars & Share Transfer Agents 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 Depository Participant 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 form 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 (<https://india-pharma.gsk.com/en-in/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 2013, which was unclaimed, has been transferred to the IEPF. Members who have not encashed their
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 the IEPF Authority in Form IEPF-5 (available on [www.iepf.gov.in](http://www.iepf.gov.in)) along with the 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
68 <sup>th</sup> Dividend	2014-2015	1 August 2015	62.50	5 September 2022
69 <sup>th</sup> Dividend	2015-2016	29 July 2016	50.00	3 September 2023
70 <sup>th</sup> Dividend	2016-2017	26 July 2017	30.00	30 August 2024
71 <sup>st</sup> Dividend	2017-2018	25 July 2018	35.00	29 August 2025
72 <sup>nd</sup> Dividend	2018-2019	23 July 2019	20.00	27 August 2026
73 <sup>rd</sup> Dividend	2019-2020	27 July 2020	40.00	2 September 2027

The Ministry of Corporate Affairs has undertaken a "Green Initiative in Corporate Governance" and allowed companies to share documents with its shareholders through the electronic mode. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020 and January 15, 2021, Notice of the AGM along with the Annual Report 2020-21 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 2020-21 will also be available on the Company's website (<https://india-pharma.gsk.com/en-in/investors/shareholder-information/annual-return/>), 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 e-mail addresses for receiving electronic communications.

**The instructions 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://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> for sending the same. Shareholders are requested to follow the process 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, shareholders 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://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>
- (b) Select the company name.
- (c) Shareholder to enter DPID-CLID and PAN.
- (d) Shareholder to enter the email ID and mobile No.
- (e) System checks the authenticity of the client ID and PAN and sends different one-time passwords (OTPs) to the respective mobile number and email to validate.
- (f) Shareholder to enter the OTPs received by SMS and email to complete the validation process (OTPs will be valid for five minutes only).
- (g) System confirms the email ID for the limited purpose of serviced AGM notice.
- (h) System will send the notice & procedure for e-voting to the email ID given by shareholder.

**Physical folios:**

- (a) Visit the link <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>
  - (b) Select the company name.
  - (c) Shareholder to enter physical Folio number and PAN.
  - (d) If PAN is not available in the records, shareholder to enter one of the certificate numbers.
  - (e) Shareholder to enter the email ID and mobile number.
  - (f) System checks the authenticity of the Folio number and PAN/Certificate number and sends different OTPs to the mobile number and email ID to validate.
  - (g) Shareholder to enter the OTPs received by SMS and email to complete the validation process. (OTPs will be valid for five minutes only).
  - (h) If PAN is not available, system will prompt you to upload the duly signed scan copy of the PAN.
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, if shares are held in physical mode or if shares are held in electronic mode, are requested to do so for receiving

all future communications from the 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 by email to [askus@gsk.com](mailto:askus@gsk.com), seven days ahead of the meeting so that a response could be made available at the meeting.
19. The statutory registers/documents pertaining to the items of business to be transacted at the AGM 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 the 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 (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 and u/s 206AB to avail the benefit of non-deduction of tax at source by uploading documents at <https://ris.kfintech.com/form15/default.aspx> by 11:59 p.m. IST on Tuesday, 20 July 2021. 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 uploading documents at <https://ris.kfintech.com/form15/default.aspx>. The aforesaid declarations and documents need to be submitted by the shareholders by 11:59 p.m. IST on Tuesday, 20 July, 2021.
21. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
22. **Voting through electronic 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 the facility to exercise their right to vote at the 96<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 shall also be made available at the AGM and members attending the meeting through VC/OAVM who have not already cast their vote by remote e-voting on the resolutions, shall be able to exercise their right to vote at the meeting on such resolutions.

- i. The Members who have already cast their vote by remote e-voting on the resolutions prior to the AGM would be entitled to attend the AGM through VC/OAVM but shall not be entitled to vote at the meeting again.
- ii. The Remote e-voting period commences from 9.00 a.m. on Saturday, 24 July 2021 and ends at 5.00 p.m. on Monday, 26 July 2021. 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 Tuesday, 20 July 2021 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 the 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. Tuesday, 20 July 2021. 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 their 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 Dhabliwala (Membership No. FCS 8331) of Parikh & Associates, Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the remote e-voting as well as the voting at the AGM in a fair and transparent manner.
- v. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock and count the votes cast during the AGM and 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 the Annual General Meeting. The said results along with the Scrutinizer’s Report shall be placed on the Company’s website <https://india-pharma.gsk.com/en-in/investors/> 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:

#### How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

#### Step 1: Access to NSDL e-Voting system

#### A) Login method for e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9 December 2020 on e-voting facility provided by listed companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with depositories and depository participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility.

Login method for individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li data-bbox="494 472 1430 851">1. If you are already registered for NSDL Internet-based Demat Account Statement (IDeAS) facility, please visit the e-Services website of NSDL. Open the web browser by typing the following URL: <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a> either on a personal computer or on a mobile device. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your user ID and password. After successful authentication, you will be able to see the e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see the e-Voting page. Click on options available against the company name or the e-Voting service provider - NSDL - and you will be re-directed to the NSDL e-Voting website for casting your vote during the remote e-Voting period or joining the virtual meeting and voting during the meeting.</li> <li data-bbox="494 878 1430 969">2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a>. Select “Register Online for IDeAS” portal or click on <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li data-bbox="494 996 1430 1334">3. Visit the e-Voting website of NSDL. Open the web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a computer or on a mobile device. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under the ‘Shareholder/Member’ section. A new screen will open. You will have to enter your user ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a verification code as shown on the screen. After successful authentication, you will be redirected to NSDL website wherein you can see the e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to the e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining the virtual meeting and voting during the meeting.</li> </ol>
Individual shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li data-bbox="494 1350 1430 1508">1. Existing users who have opted for Easi/Easiest, they can login with their user ID and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on “New System Myeasi”.</li> <li data-bbox="494 1535 1430 1626">2. After successful login of Easi/Easiest, the user will be able to see the e-Voting menu. The menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li data-bbox="494 1653 1430 1707">3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li data-bbox="494 1734 1430 1891">4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN from a link in the <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending an OTP on the registered email ID and mobile number as recorded in the demat account. After successful authentication, the user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</li> </ol>

Individual shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Once logged in, you will be able to see the e-voting option. Once you click on e-voting option, you will be redirected to the NSDL/CDSL website after successful authentication, wherein you can see the e-Voting feature. Click on options available against the company name or <b>e-Voting service provider - NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining the virtual meeting & voting during the meeting.
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**Important note:** Members who are unable to retrieve their user ID/password are advised to use “the Forgot User ID” and “the Forgot Password” options available at the aforementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to login to the NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open the web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a computer or on a mobile device.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is visible under the ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a verification code as shown on the screen.

Alternatively, if you are registered for NSDL e-Services i.e. IDeAS, you can login at <https://eservices.nsdl.com/> with your existing IDeAS login credentials. Once you login to NSDL e-Services after using your login credentials, click on e-Voting and you can proceed to casting 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. Password details for shareholders other than Individual shareholders are given below:
    - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
    - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
    - c) How to retrieve your 'initial password'?
      - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you by NSDL from your mailbox. Open the email and open the attachment i.e. a pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.
      - (ii) If your email ID is not registered, please follow steps mentioned below as per **process for those shareholders whose email IDs are not registered.**
  6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
    - a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option is 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 is 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 etc.
    - d) Members can also use the OTP 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 the "Login" button.
  9. After you click on the "Login" button, the homepage of e-Voting will open.
- Step 2: Cast your vote electronically and join the General Meeting on NSDL e-Voting system.**
- How to cast your vote electronically and join the General Meeting on NSDL e-Voting system?**
1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
  2. Select "EVEN" of the company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
  3. Now you are ready for e-Voting as the Voting page opens.
  4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
  5. Upon confirmation, the message "Vote cast successfully" will be displayed.
  6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
  7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- General Guidelines for shareholders**
1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the **"Forgot User Details/Password?"** or **"Physical User Reset Password?"** option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
  2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Mr. Sagar Ghosalkar) 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 IDs and password and registration of e-mail ID for e-Voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio number, name of the 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).
2. 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). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained in **step 1 (A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholders/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user ID and password for e-Voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9 December 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**The instructions for members for e-Voting on the day of the AGM are as under:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
2. Only those members/shareholders, who will be present in the AGM through VC/OAVM facility and have not casted 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 or view the live webcast through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see the link of "VC/OAVM link" placed under "**Join General meeting**" menu against the company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note, that the members who do not have the User ID and password for e-Voting or have forgotten the User ID and password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. 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 serve 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 [amitv@nsdl.co.in](mailto:amitv@nsdl.co.in)/ 022-24994360/ +91 9920264780 or Mr. Sagar Ghosalkar, Assistant Manager- NSDL at [sagar.ghosalkar@nsdl.co.in](mailto:sagar.ghosalkar@nsdl.co.in) / 022-24994553/ +91 9326781467.
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, 19 July 2021 (9:00 a.m. IST) to Wednesday, 21 July 2021 (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 10460

Mumbai, 18 May 2021

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

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

### Item No. 4:

Based on the recommendation of the Nomination and Remuneration Committee, Mr. Mark Dawson (DIN 09032378) was appointed by the Board of Directors of the Company as an additional Director of the Company with effect from 28 January 2021. Under Section 161 of the Companies Act, 2013, Mr. Mark Dawson 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. Mark Dawson 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. Mark Dawson are, in any way, concerned or interested, in the Ordinary Resolutions set out at Item No. 4 of the Notice.

Mr. Mark Dawson does not have any relationship with any other Directors or Key Managerial Personnel or Manager of the Company. Mr. Mark Dawson 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 Board of Directors recommend the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members.

### Item No.5:

Based on the recommendation of the Nomination and Remuneration Committee & Audit Committee, Ms. Puja Thakur was re-appointed as the Whole-time Director & Chief Financial Officer of the Company with effect from 1 January 2021, subject to approval of 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: 1 January 2021 to 31 December 2023
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 ₹ 16,00,000 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 her 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-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) (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 her 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. Puja Thakur.

In compliance with the applicable provisions of the Companies Act, 2013, Ordinary Resolution as set out at item 5 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 Ms. Puja Thakur are, in any way, concerned or interested, in the Ordinary Resolution set out at Item No. 5 of the Notice.

Ms. Puja Thakur does not have any relationship with any other Directors or Key Managerial Personnel or Manager of the company. Ms. Thakur 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 draft of the Agreement proposed to be entered into with Ms. Puja Thakur 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.5 of the Notice for approval by the Members

**Item No.6:**

The members of the Company at the Annual General Meeting held on 28 July 2016 approved the payment of commission to the non Whole-time Directors of the Company, an amount in the aggregate, to all of them, equivalent to such sum and for such period as may be determined by the Board of Directors, subject to a ceiling of one percent of net profits of the Company. The Board of Directors approved such payment of commission to non-Whole-time Directors from 1 January 2017. In accordance with the provisions of Section 197 of the Companies Act, 2013 and rules made there under, the resolution of the members approving the payment of commission was in force for a period from 1 January 2017 till 31 March 2021 and needs to be renewed.

Accordingly, a fresh approval of the members is sought by way of a Special Resolution for payment of commission to the non Whole-time Directors for a period from 1 April 2021 to 31 March 2026 as set out in the resolution at item 6 to this Notice.

None of the Directors other than Ms. R. S. Karnad, Mr. N. Kaviratne, Mr. D. Sundaram, Mr. P. V. Bhide, Mr. A. N. Roy and Dr. (Ms.) S. Maheshwari are interested in this resolution.

**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 period ended 31 March 2021. 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 10460

Mumbai, 18 May 2021

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