



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

NOTICE OF POSTAL BALLOT

Dear Member(s),

NOTICE is hereby given pursuant to Sections 108 and 110 of the Companies Act, 2013 (“**Act**”) and other applicable provisions, if any, of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), as amended from time to time, read with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020 and Circular No.10/2021 dated June 23, 2021 issued by the Ministry of Corporate Affairs (“**MCA**”) (hereinafter collectively referred to as “**MCA Circulars**”), that the Resolution appended below for seeking approval to certain related party transactions proposed to be passed as Ordinary Resolution by the Members of GlaxoSmithKline Pharmaceuticals Limited (“**Company**”) through Postal Ballot only by voting through electronic means (“**remote e-voting**”).

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

An explanatory statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolution setting out the material facts and reasons thereof, is appended to this Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company at its meeting held on 26th July 2021 has appointed P.N. Parikh (Membership No. FCS 327 and failing him Jigyasa Ved (Membership No. FCS 6488), of Parikh & Associates Practicing Company Secretaries, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

The remote e-voting period commences from 9.00 a.m. (IST) on 17th August 2021 and ends at 5.00 p.m. (IST) on 15th September 2021. The Scrutinizer shall, immediately after the conclusion of voting through remote e-voting unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the remote e-voting, a scrutinizer’s report of the total votes cast in favour and against, if any, and submit his report to the Chairperson of the Company, or any person authorized by her. The results of the Postal Ballot will be announced on or before 17th September 2021 at any time before 05:00 p.m. (IST).

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

Approval of Related Party Transactions to be undertaken by the Company with GlaxoSmithKline Asia Private Limited

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

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 ("**Act**") read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act, and the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), and other applicable provisions of the Listing Regulations, if any, approval of the members of the Company, be and is hereby accorded to the board of directors of the Company ("**Board**") to enter into contract(s)/ agreement(s)/ arrangement(s)/ transaction(s) in relation to the following:

- (a) Transfer of the trademarks and intellectual property rights pertaining to 'Iodex' and 'Ostocalcium' brands in India, along with legal, economic, marketing and commercial rights of such brands and other associated assets, to GlaxoSmithKline Asia Private Limited with respective values aggregating to Rs. 1649.01 crores; and
- (b) Acquisition of assets and liabilities associated with the vaccines business of GlaxoSmithKline Asia Private Limited for a consideration of Rs. 1.66 crores.

RESOLVED FURTHER THAT the Board, the Audit Committee of the Board, any other relevant committee of the Board, as may be constituted from time to time, or any persons as may be authorised by the Board, be and are hereby authorized to execute, deliver and perform such agreements, contracts, deeds and other documents with such modifications, amendments and alterations as may be required on an ongoing basis and deal with any matters, take necessary steps in the matter as they may in their absolute discretion deem necessary or expedient and 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(s) to be undertaken by the Company, and make such changes to the terms and conditions as may be considered necessary, expedient or desirable and execute such addendum agreements, documents and writings and to make such filings as may be necessary or desirable, in order to give effect to this Resolution.”

By Order of the Board of Directors

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

Mumbai, 26th July 2021

Registered office:
252, GSK House,
Dr. Annie Besant Road
Worli, Mumbai 400 030
Email: askus@gsk.com
Website: www.gsk-india.com

NOTES:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013 (“**Act**”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”) stating material facts and reasons for the proposed resolution is annexed hereto.
2. In compliance with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020 and Circular No.10/2021 dated June 23, 2021 issued by the Ministry of Corporate Affairs (“**MCA**”) (hereinafter collectively referred to as “**MCA Circulars**”), this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. In case of any queries, Members may write to askus@gsk.com. Members may note that this Postal Ballot Notice will also be available on the Company’s website, <https://india-pharma.gsk.com/en-in/investors/shareholder-information/postal-ballot>, websites of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited, <https://www.bseindia.com> and National Stock Exchange of India Limited, <https://www.nseindia.com> and on the website of KFin Technologies Private Limited, <https://evoting.kfintech.com/>.
3. The documents referred to in the Notice and the Explanatory Statement has been uploaded on the website of the Company <https://india-pharma.gsk.com/en-in/investors/shareholder-information/postal-ballot/> to facilitate online inspection until last date of remote e-voting.
4. The Resolution, if passed by requisite majority, will be deemed to have been passed on the last date of remote e-voting i.e. 15th September 2021.
5. **The instructions for remote e-voting are as under:**
 - i. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Rules, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and MCA Circulars, the Company has provided the facility of remote e-voting to all Members, to enable them to cast their votes electronically. The Company has engaged the services of KFin Technologies Private Limited (“**Kfintech**”) to provide remote e-voting facility to its Members.
 - ii. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on 13th August 2021 (“**Cut-off date**”). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a Member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only. The remote e-voting period commences from 9.00 a.m. (IST) on 17th August 2021 and ends at 5.00 p.m. (IST) on 15th September 2021. The e-voting module shall be disabled by KFinTech thereafter. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
 - iii. The Board of Directors of the Company has appointed P.N. Parikh (Membership No. FCS 327 and failing him Jigyasa Ved (Membership No. FCS 6488), of Parikh & Associates Practicing Company Secretaries, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

In terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by listed companies, individual shareholders holding securities in electronic mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and e-mail ID correctly in their demat account in order to access e-Voting facility.

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

- I. In case of Individual Shareholders holding securities in demat mode as on the cut-off date may follow steps mentioned below under “Login method for remote e-Voting” (Step 1).
- II. In case of Individual Shareholders holding securities in physical mode as of the cut-off date may follow steps mentioned below under “Login method for remote e-Voting” (Step 2).
- III. The details of the process and manner for remote e-Voting are explained herein below:

Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access to KFIN Tech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Details on Step 1 are mentioned below:

[Login method for remote e-Voting for Individual shareholders holding securities in demat mode:](#)

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. User already registered for IDeAS facility: <ol style="list-style-type: none"> I. Visit URL: https://eservices.nsdl.com II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. 2. User not registered for IDeAS e-Services <ol style="list-style-type: none"> I. To register click on link : https://eservices.nsdl.com II. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in points 1. 3. Alternatively by directly accessing the e-Voting website of NSDL <ol style="list-style-type: none"> I. Open URL: https://www.evoting.nsdl.com/ II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.

	<p>III. 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.</p> <p>IV. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e. KFintech.</p> <p>V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Existing user who have opted for Easi / Easiest</p> <p>I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com</p> <p>II. Click on New System Myeasi</p> <p>III. Login with your registered user id and password.</p> <p>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p> <p>2. User not registered for Easi/Easiest</p> <p>I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>II. Proceed with completing the required fields.</p> <p>III. Follow the steps given in point 1.</p> <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <p>I. Visit URL: www.cdslindia.com</p> <p>II. Provide your demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP, i.e KFIN Technologies where the e- Voting is in progress.</p>
<p>Individual Shareholder login through their demat accounts / Website of Depository Participant</p>	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against company name or e-Voting service provider – KfinTech and you will be redirected to e-Voting website of KfinTech for casting your vote during the remote e-Voting period without any further authentication.</p>

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

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
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode:

- a. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- b. Enter the login credentials, i.e., user id and password mentioned below this communication. Your Folio No / DP ID / Client ID will be your user ID.
- c. After entering the details appropriately, click on LOGIN.
- d. You will reach the password change menu, wherein you are required to change your password mandatorily. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, e-mail etc., on the first login. You may also enter the secret question and answer of your choice to retrieve your password if you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- e. You need to login again with the new credentials.
- f. On successful login, the system will prompt you to select the EVENT, i.e., GlaxoSmithKline Pharmaceuticals Limited "Postal Ballot" and click on "Submit".
- g. On the voting page, enter the number of shares as on the cut-off date, 13th August 2021, under FOR / AGAINST; alternatively, you may enter partially any number in FOR and partially in AGAINST, but the total number in FOR /AGAINST taken together should not exceed the total shareholding.
- h. Shareholders holding multiple folios / Demat account shall undertake the voting process separately for each folio / Demat account.
- i. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm; else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the resolution.
- j. Corporate/Institutional Shareholders (Corporate/FIs/FILs/Trust/Mutual Funds/Banks etc.) are required to e-mail scan (PDF format) of the relevant Board Resolution to the Scrutinizer at askus@gsk.com with a copy marked to evoting@kfintech.com. The scanned image of the abovementioned documents should be in the naming format "GlaxoSmithKline Pharmaceuticals Limited - Postal Ballot"
- k. Once the shareholder casts a vote on the resolution, he shall not be allowed to change it subsequently.

- l. The Portal will be open for voting from 9.00 a.m. (IST) 17th August 2021 and ends at 5.00 p.m. (IST) on 15th September 2021.
- m. In case of any queries, you may contact KFin Technologies Private Limited at Tel No. 1800 309 4001 (toll-free).
- n. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-off date i.e. 13th August 2021.
- o. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential. Neither the Company nor the Scrutinizer will be responsible for any consequences of you having shared or disclosed the password (whether original or changed) with or to any person, including your inability to access the e-voting platform thereafter or even cast your vote.

Other instructions:

- i. It is clarified that for permanent registration of e-mail address, the Members are however requested to register their e-mail address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, Selenium Tower B, Plot No. 31&32, Gachibowli, Financial District, Hyderabad - 500 032, by following due procedure.
- ii. Those Members who have already registered their e-mail address are requested to keep their e-mail addresses validated with their Depository Participants/ the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited to enable servicing of notices/ documents/ Annual Reports electronically to their e-mail address.
- iii. In case of any query/ grievance pertaining to E-voting, please visit Help & FAQ section of <https://evoting.kfintech.com/> or contact Mr. K V Prem Nair, Manager at KFin Technologies Private Limited, Unit: GlaxoSmithKline Pharmaceuticals Limited, Selenium Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Hyderabad - 500032, e-mail: einward.ris@kfintech.com, Contact No.: 040-67162222 & Toll-free No. 1800 309 4001.
- iv. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
- v. The scrutinizer shall within a period of two working days from the conclusion of the e-voting period unblock the votes and make the scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairperson or any Director of the Company.
- vi. The results shall be declared at the registered office of the company and along with the Scrutinizer's Report(s) will be placed on the website of the Company <https://india-pharma.gsk.com/en-in/>.

EXPLANATORY STATEMENT

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

GlaxoSmithKline Plc's ("**GSK**") global aim is to create two stand-alone world class organisations in pharmaceuticals and consumer healthcare sectors respectively, each focused on delivering new levels of performance and creating shareholder value. In connection with this aim, GSK's pharmaceuticals and consumer healthcare businesses in India are being realigned. The realignment aims to allow the pharmaceuticals business to focus on vaccines, specialty and general medicines, while the consumer healthcare business will be aimed at growing its portfolio of consumer healthcare brands.

Implementation of the above strategy in India would mean:

(A) transfer by the Company of the trademarks and intellectual property rights pertaining to 'Iodex' and 'Ostocalcium' brands in India, along with legal, economic, marketing and commercial rights of such brands and other associated assets, to GlaxoSmithKline Asia Private Limited; and

(B) acquisition by the Company of assets and liabilities associated with the vaccines business of GlaxoSmithKline Asia Private Limited.

(A) Transfer of Iodex and Ostocalcium Assets to GlaxoSmithKline Asia Private Limited

Currently, the Company pursuant to certain royalty-free license agreements with Glaxo Group Limited ("GGL"), is engaged in the business of marketing and distributing 'Iodex' and 'Ostocalcium' branded products in India.

GGL has gratuitously agreed to transfer the legal title and rights in respect of all trademarks pertaining to 'Iodex' and 'Ostocalcium' brands in India along with associated copyrightable works, confidential information, data, etc., to the Company.

Further, as part of implementation of the global strategy discussed above in India, it is proposed that the Company will transfer the trademarks and intellectual property rights pertaining to 'Iodex' and 'Ostocalcium' brands in India along with legal, economic, marketing and commercial rights of such brands and other associated assets, to GlaxoSmithKline Asia Private Limited (the transaction being hereinafter referred to as "**Transfer of Iodex and Ostocalcium Assets**") on an arm's length basis with respective values aggregating to Rs. 1649.01 crores, arrived at basis an independent professional valuation of the assets.

(B) Acquisition by the Company of Vaccines Business from GlaxoSmithKline Asia Private Limited

It is also proposed that the Company will acquire from GlaxoSmithKline Asia Private Limited, assets and liabilities associated with the vaccines business (the transaction being hereinafter referred to as "**Acquisition of Vaccines Business**") on an arm's length basis, for a consideration of Rs. 1.66 crores arrived at basis an independent professional valuation of the business.

Given that the proposed transactions are contemplated to be executed by the Company with its related parties, approval of the Audit Committee has been obtained in terms of Section 177(4) of the Act and Regulation 23(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR Regulations**").

Further, since the aggregate consideration payable in connection with the aforesaid transactions is likely to exceed the thresholds stipulated under Section 188 of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and the Explanation of Regulation 23(1) of the LODR Regulations, approval of the shareholders of the Company is being sought in accordance with the Act and the LODR Regulations. In terms of Regulation 23(7) of the LODR Regulations, all entities falling within the definition of related parties under the LODR Regulations shall not vote to approve the relevant transactions irrespective of whether such entities are a party to the particular transaction or not. Accordingly, for this resolution(s), related parties of the Company (as defined under Regulation 2(1)(zb) of the LODR Regulations) shall not vote to approve the aforesaid resolution(s).

The Board is of the opinion that the aforesaid transactions are in the best interest of the Company and therefore recommends the ordinary resolution under Section 188 of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 ("**Rules**") and the provisions of Regulation 23 of the LODR Regulations as set out in the accompanying Notice for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, in the Ordinary Resolution set out in this Notice. The Directors, therefore, recommend the Ordinary Resolution for approval of members.

Pursuant to Explanation (3) to Rule 15 (3) of the Rules, particulars of the transactions are provided below:

A. Transfer of Iodex and Ostocalcium Assets

1	Name of the related party	GlaxoSmithKline Asia Private Limited
2	Name of the director or key managerial personnel who is related, if any	N.A.
3	Nature of relationship	Subsidiary of ultimate parent company namely GlaxoSmithKline plc
4	Nature, material terms, monetary value and particulars of the contract or arrangements;	The Company would transfer the trademarks and intellectual property rights pertaining to 'Iodex' and 'Ostocalcium' brands in India along with legal, economic, marketing and commercial rights of such brands and other associated assets, to GlaxoSmithKline Asia Private Limited on an arm's length basis with respective values aggregating to Rs. 1649.01 crores arrived at basis an independent professional valuation of the assets.

B. Acquisition of Vaccines Business

1	Name of the related party	GlaxoSmithKline Asia Private Limited
2	Name of the director or key managerial personnel who is related, if any	N.A.
3	Nature of relationship	Subsidiaries of ultimate parent company namely GlaxoSmithKline Plc.
4	Nature, material terms, monetary value and particulars of the contract or arrangements;	The Company will acquire from GlaxoSmithKline Asia Private Limited, assets and liabilities associated with the vaccines business, on an arm's length basis, for a consideration of Rs. 1.66 crores arrived at basis an independent professional valuation of the business.

By Order of the Board of Directors

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

Mumbai, 26th July 2021

Registered office:
252, GSK House,
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