



GlaxoSmithKline Pharmaceuticals Ltd.
GSK House,
Dr. Annie Besant Road, Worli,
Mumbai - 400 030

Tel No: +91 22 2495 9595
Fax No: +91 22 2495 9494
Web: www.gsk-india.com
Email: askus@gsk.com

6th August, 2018

To,

BSE LIMITED
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400001

THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED
Exchange Plaza, 5th Floor, Plot No. C/1, G Block
Bandra-Kurla Complex, Bandra (East)
Mumbai - 400051

Dear Sir,

Re: Submission of our Postal Ballot Notice

In accordance with the requirement under the Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Please find enclosed the notice of Postal Ballot seeking approval of the shareholders on the following matters

Sr No	Particulars
1	Increase in authorized share capital of the Company
2	Alteration of Clause V of Memorandum of Association of the Company.
3	Alteration of Clause 4 of Article of Association of the Company.
4	Approval for the issue of bonus shares
5	Approval of shareholders to the continuation of Mr. D S. Parekh as a Non-Executive Director of the Company after his attaining the age of seventy five years
6	Approval of shareholders to the continuation of Mr. N. Kaviratne as an Independent Director of the Company after his attaining the age of seventy five years

Further, please find below the schedule of events for postal ballot;

Sr No	Activity	Date
1	Cut off-date/ Benpos date for sending notice to the shareholders	27 th July 2018
2	Voting start date	7 th August 2018
3	Voting end date	5 th September 2018
4	Scrutinizers report	On or before 7 th September 2018
5	Declaration of results	On or before 7 th September 2018

Kindly take submission on record.

Yours faithfully

For GlaxoSmithKline Pharmaceuticals Limited

Ajay Nadkarni

Ajay Nadkarni
Vice President – Administration, Real Estate
& Company Secretary

Encl:

- Postal Ballot Notice
- Postal Ballot Form



GlaxoSmithKline Pharmaceuticals Limited

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

NOTICE OF POSTAL BALLOT

[Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment(s) thereof for the time being in force), and pursuant to other applicable laws and regulations, that the resolutions appended below are proposed to be passed by the members of the Company by postal ballot including voting by electronic means (e-voting). The explanatory statement pursuant to section 102 of the Act and other applicable provisions of the Act, pertaining to the proposed resolutions setting out the material facts concerning each resolution and the reasons thereof is annexed hereto with a Postal Ballot Form for your consideration.

The Board of Directors of the Company ('the Board'), at its meeting held on 24th July, 2018, has;

1. Considered, approved and recommended a bonus issue of one equity share for every equity share held, as on record date to be determined ('Record Date'), consequential increase in the authorized share capital and necessary amendment in this regard to the Memorandum of Association and Articles of Association. The resolutions 1 to 4 seek approval of members on the above matters.
2. Considered, to pass the Special Resolution for the continuation of directorship of Mr. D. S. Parekh after his attaining the age of seventy-five years on 18th October, 2019.
3. Considered, to pass the Special Resolution for the continuation of directorship of Mr. N. Kaviratne after his attaining the age of seventy-five years on 17th March, 2019 upto the expiry of his present term as an Independent Director i.e. 29th March, 2020.

The Board has appointed Mr. P. N. Parikh, (Membership No. FCS 327) and failing him Mr. Mitesh Dhabliwala, (Membership No. FCS 8331) of Parikh & Associates, Practising Company Secretaries as the Scrutinizer ('Scrutinizer') for conducting the postal ballot and e-voting process in a fair and transparent manner.

Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope not later than 17:00 hours IST on 5th September, 2018. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent at the expense of the member(s), will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the Business Reply Envelope. Please note, if any Postal Ballot Form is received after the said date, it will be considered that no reply has been received from the member.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through Electronic Means'. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman after the completion of the scrutiny of the postal ballots (including e-voting). The result of the postal ballot shall be declared on or before 7th September, 2018 and communicated to the stock exchanges, depository, registrar and share transfer agents and shall also be displayed on the Company's website www.gsk-india.com

By Order of the Board of Directors
For **GlaxoSmithKline Pharmaceuticals Limited**

A. A. Nadkarni
Company Secretary
ACS 11026

Mumbai, 30th July, 2018

Registered Office:
GSK House, Dr. Annie Besant Road,
Mumbai 400 030.

Resolutions

Item no. 1 – Increase in authorized share capital of the Company

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

“RESOLVED THAT, pursuant to the provisions of Section 61 and other applicable provisions of the Companies Act, 2013, the authorized share capital of the Company be and is hereby increased from Rs. 90 crores (Rupees ninety crores only) divided into 9,00,00,000 (nine crores only) equity shares of Rs. 10 (Rupees ten only) each to Rs. 180 crores (Rupees one hundred eighty crores only) divided into 18,00,00,000 (eighteen crores only) equity shares of Rs. 10 (Rupees ten only) each by creation of an additional 9,00,00,000 (nine crores only) equity shares of Rs. 10 (Rupees ten only), each aggregating to Rs. 90 crores (Rupees ninety crores only) each ranking pari-passu in all respect with the existing Equity shares of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

Item no. 2 – Alteration of Clause V of Memorandum of Association of the Company.

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

“RESOLVED THAT, pursuant to the provisions of Sections 13, 61 and other applicable provisions of the Companies Act, 2013, and the rules framed thereunder the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted by the following:

- V. The Authorized share capital of the Company is Rs. 180,00,00,000/- divided in to 18,00,00,000 equity Shares of Rs. 10/- each, with rights, privileges and conditions as set out in the Company's Articles of Association with power from time to time to issue any shares of the original or new capital with any preference or priority in the payment of dividends or the distribution of assets, or otherwise over any other shares, whether ordinary or preference and whether issued or not, and to vary the regulations of the Company as far as necessary to give effect to any such preference or priority and upon the sub-division of a share, to apportion the right to participate in profits or surplus assets, or the right to vote in any manner as between the shares resulting from such sub-division.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

Item no. 3 – Alteration of Clause 4 of Article of Association of the Company.

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

“RESOLVED THAT, pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013, the Articles of Association of the Company be and are hereby altered by substitution of the existing Article 4 thereof with the following:

- 4 (a) The Authorised Share Capital of the Company shall be as stated in clause V of the Memorandum of Association of the Company.
- (b) The Company has power from time to time to increase or reduce its Capital and to divide the shares in the Capital for the time being into other classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such right, privilege, conditions or restrictions in such manner as may for the time being be permitted by the Articles of Association of the Company or the legislative provisions for the time being in force in that behalf.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

Item no. 4 – Approval for the issue of bonus shares

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

“RESOLVED THAT, in accordance with Section 63 and other applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder, the relevant provisions of the Memorandum and Articles of Association of the Company and the recommendation of the Board and subject to the regulations and guidelines issued by the Securities and Exchange Board of India (“SEBI Listing Regulations”) and Reserve Bank of India (RBI) and subject to such approvals, consents, permissions, conditions and sanctions as may be considered necessary from the appropriate authorities in this regard and the terms and conditions, if any, as may be specified while according such approvals and subject to acceptance of such terms and conditions by the Board of Directors of the Company (“the Board” which term shall include any committee authorized by the Board to exercise its powers conferred on the Board by this resolution) the consent of the members be and is hereby accorded to the Board for capitalization and transfer to Share Capital Account sum not exceeding Rs. 84.71 crores, as may be determined to be required by the Board, from and out of such sum standing to the credit of the general reserves and / or retained earnings of the Company as at 31st March, 2018 and that such sum shall be applied for the issue and allotment of new equity shares of the Company of Rs. 10/- each as fully paid up bonus shares to the holders of the existing equity shares of the Company, whose names appear in the Register of Members of the Company / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date as may be fixed in this regard

by the Board ('Record Date'), in the proportion of 1 (One) new equity share for every 1 (One) existing equity share held by the members and that the bonus equity shares so issued and allotted shall, for all purposes, be treated as the paid-up capital of the Company entitled to by each such member.

RESOLVED FURTHER THAT, no allotment letters shall be issued to the allottees of the bonus shares and that the certificate(s) in respect of bonus shares shall be issued in the same mode as held on the Record Date and dispatched to the shareholders who hold the existing equity shares in physical form and the new equity shares will be credited in electronic form to the demat accounts of the shareholders who hold the existing equity shares in electronic form, within the period prescribed.

RESOLVED FURTHER THAT, the issue and allotment of the said bonus shares to the extent they relate to Non-Resident Indians ('NRIs'), Persons of Indian Origin ('PIO') / Overseas Corporate Bodies ('OCBs') and other foreign investors of the Company will be subject to the approval of the Reserve Bank of India ('RBI'), under the Foreign Exchange Management Act, 1999 and any other regulatory authority, as may be necessary.

RESOLVED FURTHER THAT, the bonus shares so allotted shall rank pari-passu in all respects with the fully paid-up equity shares of the Company as existing on the Record Date and carry the same rights as the existing Equity shares and shall be entitled to participate in full in any dividends and any other corporate action declared after the New Equity shares are allotted.

RESOLVED FURTHER THAT, for the purposes of giving effect to the bonus issue of equity shares resolved hereinbefore, the issuance of equity shares, the Board and other designated officers of the Company be and are hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at their discretion deem necessary or desirable for such purpose, including without limitation, filing a registration statement, if any, and other documents with the SEBI, listing the additional equity shares on BSE Limited and National Stock Exchange of India Limited.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to take all other steps as may be necessary to give effect to the aforesaid resolution and determine all other terms and conditions of the issue of bonus shares as the Board may in its absolute discretion deem fit."

Item No: 5 - Continuation of directorship of Mr. D. S. Parekh.

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

"RESOLVED THAT pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment, modification, variation or re-enactment thereof for the time being in force, approval of the Members of the Company be and is hereby accorded for continuation of the directorship of Mr. D. S. Parekh (DIN: 00009078) in the Company after his attaining the age of seventy five years on 18th October, 2019."

Item No: 6 - Continuation of directorship of Mr. N. Kaviratne

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

RESOLVED THAT pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment, modification, variation or re-enactment thereof for the time being in force, approval of the Members of the Company be and is hereby accorded for continuation of the directorship of Mr. N. Kaviratne (DIN: 00032473) in the Company, after his attaining the age of seventy five years on 17th March, 2019, up to the expiry of his present term as an Independent Director i.e. 29th March, 2020 on the existing terms and conditions.

By Order of the Board of Directors
For **GlaxoSmithKline Pharmaceuticals Limited**

A. A. Nadkarni
Company Secretary
ACS 11026

Mumbai, 30th July, 2018

Registered Office:
GSK House, Dr. Annie Besant Road,
Mumbai 400 030.

Notes

1. The statement pursuant to Section 102 of the Act stating all material facts and the reasons for the proposed resolutions is annexed hereto.
2. The Postal Ballot Notice along with the Postal Ballot form is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/depositories, unless any member has registered for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent to them by permitted mode, along with a postage-prepaid self-addressed Business Reply Envelope. This Notice will be available on the Company's website www.gsk-india.com and on the web site of Karvy Computershare Private Limited (Karvy) www.evoting.karvy.com
3. The details in respect of directors proposed to be appointed / reappointed, as required under SEBI Listing Regulations and the Secretarial Standards are annexed to this Notice.
4. Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, 27th July, 2018 (cut-off date) will be considered for the purpose of voting.
5. Resolutions passed by the members through postal ballot are deemed to have been passed as if they have been passed at a general meeting of the members.
6. In compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") the Company has provided the facility to the members to exercise their votes electronically and vote on all the resolutions through the e-voting service facility arranged by KARVY. The instructions for electronic voting are annexed to this Notice.
7. The members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
8. In case a member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to askus@gsk.com or einward.ris@karvy.com. The Registrar and Transfer Agent / Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the member.
9. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the members as on Friday, 27th July, 2018 (cut-off date).
10. A member cannot exercise his vote by proxy on postal ballot.
11. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e. 17:00 hours IST) on 5th September, 2018. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the members will also be accepted. If any postal ballot is received after 17:00 hours IST on 5th September, 2018, it will be considered that no reply from the member has been received.
12. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or any other officer of the Company duly authorized, on or before 7th September, 2018 and will be displayed on the website of the Company (www.gsk-india.com) besides being communicated to the stock exchanges, depository, registrar and share transfer agent on the said date.
13. The last date for the receipt of duly completed Postal Ballot Forms or e-voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
14. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by postal ballot /e-voting i.e. 5th September, 2018.

VOTING THROUGH ELECTRONIC MEANS

In terms of the provisions of Section 108 and other applicable provisions of the Companies Act, 2013 (the Act), read with related Rules and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is providing facility to exercise votes on the items of business given in the Postal Ballot Notice through electronic voting system, through the e-voting platform provided by M/s. Karvy Computershare Pvt. Ltd. (Karvy).

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

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

1. Open your web browser during the voting period and navigate to '<https://evoting.karvy.com>'.
2. Enter the login credentials (i.e. User-ID & password) mentioned on the Postal Ballot Form. Your folio / DP and Client ID will be your User-ID.
User-ID for Members holding shares in Demat Form:
For NSDL: 8 Character DP ID followed by 8 Digits Client ID. For CDSL: 16 digits beneficiary ID.
For Members holding shares in Physical Form:
 - EVENT No. followed by Folio Number registered with the Company.
 - Password: Your unique password is printed on the Postal Ballot Form/via email forwarded through the electronic notice.Enter the Verification code i.e. please enter the alphabets and numbers in the exact way as they are displayed for security reasons.
3. Please contact Karvy's toll free No. [1800 3454 001] for any further clarifications.
4. After entering these details appropriately, click on "LOGIN".
5. Members will now reach 'Password Change' menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other company on which they are eligible to vote, provided that company opts for E-voting through Karvy Computershare Private Limited E-voting platform. System will prompt you to change your password and update any contact details like mobile no., email ID etc. on first login. You may also enter the 'Secret Question' and answer of your choice to retrieve your password in case 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.
6. You need to login again with the new credentials.
7. On successful login, system will prompt you to select the 'Event' i.e. 'GlaxoSmithKline Pharmaceuticals Limited'.
8. If you are holding shares in Demat form and had logged on to "<https://evoting.karvy.com>" and casted your vote earlier for any company where the System Provider was Karvy Computershare Private Limited, then your existing login ID and password given earlier are to be used.
9. On the voting page, you will see Resolution description and against the same the option 'FOR/AGAINST/ ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the Member does not want to cast, select 'ABSTAIN' after selecting the resolution you have decided to vote on, click on 'SUBMIT'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'OK', else to change your vote, click on 'CANCEL' and accordingly modify your vote.
10. Once you 'CONFIRM' your vote on the Resolution, you will not be allowed to modify your vote.
11. The e-voting period commences on Tuesday, 7th August, 2018 (9.00 a.m. IST) and ends on Wednesday, 5th September, 2018 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, 27th July, 2018 i.e. Cut-off date, may cast their vote electronically. The e-voting module shall be disabled by KARVY for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again.
12. The Scrutinizer shall, immediately after the conclusion of voting through Postal Ballot, count the votes cast, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of voting through Postal Ballot, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman / Director, who shall countersign the same.

Explanatory statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013

Item nos. 1 to 4

The Board, at its meeting held on 24th July, 2018, considered, approved and recommended an issue of bonus shares in the proportion of one equity share for every one equity share held by the Members as on a Record Date to be determined by the Board by capitalization of the amount standing to the credit of general reserves and / or retained earnings. The bonus issue of equity shares will be subject to approval by the members, and any other applicable statutory and regulatory approvals.

The bonus shares, once allotted, shall rank pari-passu in all respects and carry the same rights as the existing equity shares and holders of the bonus shares shall be entitled to participate in full in any dividend and other corporate action, recommended and declared after the new equity shares are allotted.

Presently, the authorized share capital of the Company is Rs. 90 crores divided into 9,00,00,000 equity shares of Rs. 10 each. The issue of bonus shares as aforesaid would require an increase in the share capital from Rs. 90 crores to 180 crores and corresponding amendments to the existing Clause V of the Memorandum of Association and clause 4 of Article of Association of the Company such that the authorized share capital is increased to Rs. 180 crores divided into 18,00,00,000 equity shares of Rs. 10 each.

The bonus issue of equity shares, increase in authorized capital and alteration of relevant clauses of the Memorandum of Association and Articles of Association of the Company are subject to members' approval in terms of Sections 13, 14, 61 and 63 of the Companies Act, 2013 and any other applicable statutory and regulatory approvals. Accordingly, the resolutions in Item nos. 1 to 4 of the Postal Ballot Notice seek the members approval for increase in authorized share capital of the company, consequential amendment to the relevant Clause of Memorandum of Association and Articles of Association of the Company and issue of bonus shares on the terms and conditions as set out in the resolutions.

None of the directors, key managerial personnel or their relatives are directly or indirectly concerned or interested in the resolutions in Item nos. 1 to 4 of the Notice except to the extent of their shareholding in the Company. The Board recommends the resolutions set forth in Item nos. 1 to 4 for the approval of the members.

Item nos. 5 & 6

Based on the Report of the Committee on Corporate Governance chaired by Mr. Uday Kotak, the Securities and Exchange Board of India (SEBI) amended the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations"). According to the new provisions, a listed entity is required to avail approval of shareholders by way of Special Resolution to appoint or continue the directorship of any Directors who have attained the age of seventy-five years. The said provision comes into effect from 1st April, 2019.

Mr. D. S. Parekh and Mr. N. Kaviratne would attain the age of seventy-five years on 18th October, 2019 and 17th March, 2019 respectively.

As per the original shareholders' approval, the Appointment of Mr. N. Kaviratne as an Independent Director is valid till 29th March, 2020, ("Original Term") in terms of the provisions of the Companies Act, 2013.

Information with regard to the Directors mentioned in the resolutions as set out in this Notice.

Resolution No.	5	6
Name of Director	Mr. D.S. Parekh	Mr. N. Kaviratne
DIN	00009078	00032473
Age	73	74
Qualification	Fellow of The Institute of Chartered Accountants in England and Wales.	Honors Degree in Economics from Mumbai University.
Experience	Mr. D.S. Parekh spearheads HDFC Ltd, one of India's leading financial services conglomerate with presence in banking, asset management, life insurance, general insurance, real estate venture fund, education loans and education. He is on the Board of several Companies including Indian Hotels Limited and Siemens Limited. He is also associated with international organisation in an advisory capacity, including the Indo-US CEO Forum, City of London and Indo-German Chamber of Commerce (IGCC). He was recently appointed as London's 'International Ambassador', tasked with championing the UK capital accross the globe.	Mr. N. Kaviratne had global career with Unilever spanning 40 years. He was appointed Senior Vice President - Development and Environmental Affairs, Unilever Asia, based in Singapore and Chairman of Unilever's Home and Oral Care businesses in Asia. He is a Director of several Singapore based companies including the DBS Group, SATS, StarHub, Olam, and TVS Motor (Singapore) Pte Limited.
No of Shares held	612	Nil
No of Board Meetings attended during the financial year 2017-18	7	7
Terms and conditions of appointment / re-appointment	Non - Executive Director, not liable to retire by rotation	Independent Director, continuation of directorship upto his present tenure i.e up to 29 th March, 2020 on existing terms.
Remuneration sought to be paid	Sitting fees and commission	Sitting fees and commission
Original Date of appointment	28-09-1994	26-07-2005
Directorships held in other Companies in India	<u>Equity Listed Companies</u> 1. HDFC Limited 2. The Indian Hotels Company Limited 3. HDFC Standard Life Insurance Company Limited 4. Siemens Limited 5. Network 18 Media & Investments Limited <u>Unlisted Companies</u> 6. HDFC Asset Management Company Limited 7. HDFC ERGO General Insurance Company Limited 8. Bangalore International Airport Limited 9. BAE Systems India (Services) Private Limited 10. H T Parekh Foundation 11. Breach Candy Hospital Trust 12. Indian Institute for Human Settlements	NIL

Membership / Chairmanship in other Companies in India	<u>Audit Committee - Chairman</u> The Indian Hotels Company Limited <u>Audit Committee - Member</u> Siemens Ltd H T Parekh Foundation <u>Stakeholders Committee - Member</u> HDFC Asset Management Company Limited	NIL
Relationship with other Directors, Manager and Key Managerial Personnel	None	None

In the opinion of the Board of Directors of the Company, Mr. D. S. Parekh and Mr. N. Kaviratne are persons of high repute, integrity and have rich and varied experience. The Board decided to seek the approval of shareholders by postal ballot in terms of the provisions of the Listing Regulations for continuation of the directorships of above said Directors post 31st March, 2019 and after they attain the age of seventy-five years. The Board recommends the resolutions set forth in Item nos. 5 to 6 for the approval of the members.

Mr. D. S. Parekh and N. Kaviratne are interested in the respective resolution for continuation of the Directorship in the Company.

By Order of the Board of Directors
For **GlaxoSmithKline Pharmaceuticals Limited**

A. A. Nadkarni
Company Secretary
ACS 11026

Mumbai, 30th July, 2018

Registered Office:
GSK House Dr. Annie Besant Road,
Mumbai 400 030.



GlaxoSmithKline Pharmaceuticals Limited

Corporate Identity Number (CIN): L24239MH1924PLC001151

Regd. Office: GSK House, Dr. Annie Besant Road, Mumbai 400 030. • Telephone: 022 24959595 • Fax: 022 24959494

Email: askus@gsk.com • Website: www.gsk-india.com

POSTAL BALLOT FORM

Sr. No. _____

1. Name and registered address of :
sole / first holder

2. Name(s) of the joint Member(s), :
if any:

3. Registered Folio No./ :
DP ID No. & Client ID No.*
{*Applicable to Members holding
shares in dematerialized form)

4. Number of Equity Shares held :

I / We hereby exercise my / our vote in respect of the Ordinary/ Special Resolutions to be passed through postal ballot for the business stated in the Notice of the Company by conveying my / our assent or dissent to the said resolutions by placing a tick (✓) mark in the appropriate box below:

Item No.	Resolution Summary	No of Shares	I assent to the resolution Please tick (✓)	I dissent to the resolution Please tick (✓)
1	Ordinary Resolution - Increase in authorized share capital of the Company			
2	Special Resolution - Alteration of Clause V of Memorandum of Association of the Company			
3	Special Resolution - Alteration of Clause 4 of Article of Association of the Company			
4	Ordinary Resolution - Approval for the issue of bonus shares			
5	Special Resolution Approval of shareholders to the continuation of Mr. D. S. Parekh as a Non-Executive Director of the Company after his attaining the age of seventy five years			
6	Special Resolution - Approval of shareholders to the continuation of Mr. N. Kaviratne as an Independent Director of the Company after his attaining the age of seventy five years			

Place :

Date :

(Signature of Member)

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD / PIN

Notes:

- The e-voting period will commence on Tuesday, 7th August, 2018 (9.00 a.m. IST) and will end on Wednesday, 5th September, 2018 (5.00 p.m. IST).
- Please read instructions given overleaf before voting electronically.

Instructions

1. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage prepaid self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier / speed post at the expense of the member, will also be accepted.
2. Alternatively, a member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
3. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
4. This form should be completed and signed by the member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named member and in his / her absence, by the next named member.
5. Consent must be accorded by placing a tick mark [✓] in the column, 'I assent to the resolution', or dissent must be accorded by placing a tick mark [✓] in the column, 'I dissent to the resolution'
6. The votes of a member will be considered invalid on any of the following grounds:
 - a) if the Postal Ballot form has not been signed by or on behalf of the member;
 - b) if the member's signature does not tally;
 - c) if the member has marked his / her / its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate shares voted for 'Assent' and 'Dissent' exceeds total number of shares held;
 - d) if the member has made any amendment to the resolution or imposed any condition while exercising his vote.
 - e) if the Postal Ballot Form is incomplete or incorrectly filled;
 - f) if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the member or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified, or one or more of the above grounds;
 - g) if the form other than the one issued by the Company is used;
7. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before Wednesday, 5th September 2018. If any Postal Ballot Form is received after this date, it will be considered that no reply from such member has been received.
8. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Forms should reach the Scrutinizer no later than the date specified in Item (7) above.
9. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution / Power of Attorney / attested specimen signatures etc. In case of electronic voting, documents such as the certified true copy of Board Resolution / Power of Attorney, along with attested specimen signatures, should be mailed to the Scrutinizer at askus@gsk.com with a copy marked to evoting@karvy.com or deposited at the registered office of the Company.
10. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelopes in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
11. A member need not use all his / her votes nor does he / she need to cast his / her votes in the same way.
12. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the member on the relevant date, i.e. Friday, 27th July, 2018 (cut-off date).
13. The Scrutinizer's decision on the validity of the postal ballot shall be final.
14. Only a member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as an intimation only.

Important Information to the members

The members are requested to note that SEBI has amended Regulation 40 of SEBI (LODR) Regulations 2015 vide the Notification dated June 8, 2018 and in terms of the said notification, requests for transfer except transmission or transposition of securities, held in physical form will not be processed after December 5, 2018. In this regard, members are requested to dematerialize the securities held in physical form on or before December 5, 2018.