



GlaxoSmithKline Pharmaceuticals Limited  
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](http://www.gsk-india.com)  
Email: [askus@gsk.com](mailto:askus@gsk.com)

28<sup>th</sup> March 2025

To,

**BSE LIMITED**

Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai - 400001

**THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED**

Exchange Plaza, 5<sup>th</sup> Floor, Plot No. C/1, G Block  
Bandra-Kurla Complex, Bandra (East)  
Mumbai - 400051

Dear Sirs,

**Sub: Postal Ballot Notice -Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Please find enclosed herewith a copy of Postal Ballot Notice pursuant to Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, which is being sent to the Members of the Company, seeking their approval for re-appointment of Mr. Juby Chandy as a Whole-time Director & Chief Financial Officer & Appointment of Mr. Somasundaram Palamadairamaswamy & Mr. Anup Wadhawan as an Independent Directors.

In compliance with the Circulars of the Ministry of Corporate Affairs, the said Notice is being sent electronically only to those Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited ('NSDL')/ Central Depository Services (India) Limited ('CDSL') and who have registered their e-mail addresses in respect of electronic holdings with NSDL/CDSL through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent (RTA) i.e. KFin Technologies Limited ("KFinTech") as on Friday, 21<sup>st</sup> March, 2025 (cut-off date).

The e-voting shall commence on Monday, 31<sup>st</sup> March, 2025 at 09.00 A.M.(IST) till Tuesday, 29<sup>th</sup> April 2025 at 5.00 P.M.(IST) (both days inclusive).

The copy of the said Notice is also available on the website of the Company at <https://india-pharma.gsk.com/en-in/investors/shareholder-information/postal-ballot/> and on the website of Kfintech <https://evoting.kfintech.com/>.

This is for your information and record.

Thanking you,

Yours faithfully,

For **GlaxoSmithKline Pharmaceuticals Limited**

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

CIN: L24239MH1924PLC001151



GlaxoSmithKline Pharmaceuticals Limited  
Corporate Identity Number (CIN): L24239MH1924PLC001151  
Regd. Office: GSK House, Dr. Annie Besant Road, Worli, Mumbai 400 030.  
Telephone: 022-24959595 • Fax: 022-24959494  
Email: [in.investorquery@gsk.com](mailto:in.investorquery@gsk.com) • Website: <https://india-pharma.gsk.com/en-in/>

## **NOTICE OF POSTAL BALLOT**

Dear Shareholder(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 Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, and subsequent circulars issued by the Ministry of Corporate Affairs (“**MCA**”) the latest being September 19, 2024 (hereinafter collectively referred to as “**MCA Circulars**”), that the Resolutions appended below are proposed to be passed as Ordinary and Special Resolutions by the Shareholders 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 Shareholders 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, login ID and password for remote e-voting. The communication of the assent or dissent of the Shareholders would only take place through the remote e-voting system.

An explanatory statement pursuant to Section 102 and Section 110 of the Act and other applicable provisions of the Act, pertaining to the said resolution setting out the material facts and reasons thereof, is appended to this Notice.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 (“**SEBI Listing Regulations**”) and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-Voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of KFin Technologies Limited for the purpose of providing remote e-voting facility to its members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company at: <https://india-pharma.gsk.com/>

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company through Resolution passed on 26<sup>th</sup> March 2025 has appointed P.N. Parikh (FCS 327 and CP 1228) and failing him Jigyasa Ved (FCS 6488 and CP 6018), 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 Monday, 31<sup>st</sup> March 2025 and ends at 5.00 p.m. (IST) on Tuesday, 29<sup>th</sup> April 2025. The Scrutinizer shall, immediately after the conclusion of voting through remote e-voting, unblock the votes cast through remote e-voting and make, within the prescribed timelines 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 Wednesday, 30<sup>th</sup> April 2025 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 Limited <https://evoting.kfintech.com/>. The results will also be displayed on the Notice Board of the Company at its Registered Office.

## **SPECIAL BUSINESS**

### **Resolution 1**

#### **Re-Appointment of Mr. Juby Chandy (DIN:09530618) as a Whole-time Director & Chief Financial Officer (CFO)**

**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), consent of the Company be and is hereby accorded to the re-appointment of and payment of remuneration to Mr. Juby Chandy (DIN: 09530618) as the Whole-time Director & Chief Financial Officer of the Company for a period of two years from 1<sup>st</sup> April 2025 to 31<sup>st</sup> March 2027, on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors (“the Board”) and as set out in the agreement to be entered into between the Company and Mr. Juby Chandy, with liberty to the Board to alter, vary and modify the terms and conditions of the said appointment and the Agreement in such manner as may be agreed to between the Board and Mr. Juby Chandy.

**Resolved Further That** the Board 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.

### **Resolution 2**

#### **Appointment of Mr. Somasundaram Palamadairamaswamy as an Independent Director**

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

**“RESOLVED That** Mr. Somasundaram Palamadairamaswamy (DIN:00356363), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 26<sup>th</sup> March 2025, in terms of Section 161 of the Companies Act, 2013 (“Act”) and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of the Director of the Company, be and is hereby appointed as the Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of sections 149, 152, Schedule IV and other applicable provisions of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the appointment of Mr. Somasundaram Palamadairamaswamy (DIN: 00356363), who has submitted a declaration as an Independent Director that he meets the criteria for independence as provided in section 149(6) of the Act and SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and who is eligible for appointment, as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years from 26<sup>th</sup> March 2025 to 25<sup>th</sup> March 2030 be and is hereby approved.

### **Resolution 3**

#### **Appointment of Mr. Anup Wadhawan as an Independent Director**

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

**“RESOLVED That** Mr. Anup Wadhawan (Din: 03565167) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 26<sup>th</sup> March 2025, in terms of Section 161 of the Companies Act, 2013 (“Act”) and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of the Director of the Company, be and is hereby appointed as the Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of sections 149, 152, Schedule IV and other applicable provisions of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the appointment of Mr. Anup Wadhawan (Din: 03565167), who has submitted a declaration as an Independent Director that he meets the criteria for independence as provided in section 149(6) of the Act and SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and who is eligible for appointment, as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years from 26<sup>th</sup> March 2025 to 25<sup>th</sup> March 2030 be and is hereby approved.

**By Order of the Board of Directors**

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

Mumbai, 26<sup>th</sup> March 2025

Registered office:

GSK House, Dr. Annie Besant Road  
Worli, Mumbai 400 030

Email: [in.investorquery@gsk.com](mailto:in.investorquery@gsk.com)

Website: <https://india-pharma.gsk.com/en-in/>

#### **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 MCA Circulars this Postal Ballot Notice is being sent only through electronic mode to those Shareholders whose e-mail addresses are registered with the Company / Depositories. In case of any queries, Shareholders may write to [in.investorquery@gsk.com](mailto:in.investorquery@gsk.com). Shareholders 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 Limited, <https://evoting.kfintech.com/>.

3. The documents referred to in the Notice and the Explanatory Statement are available for inspection by the Members. Members are requested to send an email to [in.investorquery@gsk.com](mailto:in.investorquery@gsk.com) by mentioning "Request for Inspection" in the subject of the email.
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., Tuesday, 29<sup>th</sup> April 2025.
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 Shareholders, to enable them to cast their votes electronically. The Company has engaged the services of KFin Technologies Limited ("**KFintech**") to provide remote e-voting facility to its Shareholders.
  - ii. Voting rights of the Shareholders shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Friday, 21<sup>st</sup> March 2025 ("**Cut-off date**"). Only those Shareholders 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 shareholder 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 Monday 31<sup>st</sup> March, 2025 and ends at 5.00 p.m. (IST) on Tuesday, 29<sup>th</sup> April, 2025. The e-voting module shall be disabled by KFintech thereafter. Once the vote on the resolution is cast by the Shareholders, he/she shall not be allowed to change it subsequently.
  - iii. The Board of Directors of the Company has appointed P.N. Parikh (FCS 327 and CP 1228) and failing him Jigyasa Ved (FCS 6488 and CP 6018), 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 9<sup>th</sup> December 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. Shareholders 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 SHAREHOLDERS 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 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:](#)

<b>Type of shareholders</b>	<b>Login Method</b>
<u><a href="#">Individual Shareholders holding securities in demat mode with NSDL</a></u>	<ol style="list-style-type: none"><li data-bbox="576 331 1383 705"><b>1. User already registered for IDeAS facility:</b><ul style="list-style-type: none"><li data-bbox="628 367 1383 398">▪ Visit URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></li><li data-bbox="628 400 1383 465">▪ Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</li><li data-bbox="628 468 1383 568">▪ On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-voting”.</li><li data-bbox="628 571 1383 705">▪ 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.</li></ul></li><li data-bbox="576 734 1383 974"><b>2. User not registered for IDeAS e-Services</b><ul style="list-style-type: none"><li data-bbox="628 770 1383 801">▪ To register click on link: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></li><li data-bbox="628 804 1383 904">▪ Select “Register Online for IDeAS” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li><li data-bbox="628 907 1383 938">▪ Proceed with completion of required fields.</li><li data-bbox="628 940 1383 974">▪ Follow steps given in point 1.</li></ul></li><li data-bbox="576 1003 1383 1507"><b>3. Alternatively by directly accessing the e-voting website of NSDL</b><ul style="list-style-type: none"><li data-bbox="628 1072 1383 1104">▪ Open URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a></li><li data-bbox="628 1106 1383 1171">▪ Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li><li data-bbox="628 1173 1383 1308">▪ 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.</li><li data-bbox="628 1310 1383 1411">▪ Post successful authentication, you will be requested to select the name of the company and the e-voting Service Provider name, i.e., KFintech.</li><li data-bbox="628 1413 1383 1507">▪ On successful selection, you will be redirected to KFintech e-voting page for casting your vote during the remote e-voting period.</li></ul></li></ol>
<u><a href="#">Individual Shareholders holding securities in demat mode with CDSL</a></u>	<ol style="list-style-type: none"><li data-bbox="576 1507 1383 1848"><b>1. Existing user who have opted for Easi / Easiest</b><ul style="list-style-type: none"><li data-bbox="628 1543 1383 1644">▪ Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li><li data-bbox="628 1646 1383 1677">▪ Click on New System Myeasi</li><li data-bbox="628 1680 1383 1711">▪ Login with your registered user id and password.</li><li data-bbox="628 1713 1383 1778">▪ The user will see the e-voting Menu. The Menu will have links of ESP i.e., KFintech e-voting portal.</li><li data-bbox="628 1780 1383 1848">▪ Click on e-voting service provider name to cast your vote.</li></ul></li><li data-bbox="576 1877 1383 2083"><b>2. User not registered for Easi/Easiest</b><ul style="list-style-type: none"><li data-bbox="628 1912 1383 2013">▪ 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="628 2016 1383 2047">▪ Proceed with completing the required fields.</li><li data-bbox="628 2049 1383 2083">▪ Follow the steps given in point 1.</li></ul></li></ol>

	<p>3. <b>Alternatively, by directly accessing the e-voting website of CDSL</b></p> <ul style="list-style-type: none"> <li>▪ Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>▪ Provide your demat Account Number and PAN No.</li> <li>▪ System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</li> <li>▪ After successful authentication, user will be provided links for the respective ESP, i.e. <b>KFIN Technologies</b> where the e-Voting is in progress.</li> </ul>
<p><a href="#">Individual Shareholder login through their demat accounts / Website of _____ Depository Participant</a></p>	<ul style="list-style-type: none"> <li>▪ You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-voting facility.</li> <li>▪ 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.</li> <li>▪ Click on options available against company name or e-voting service provider – <b>KFintech</b> and you will be redirected to e-voting website of <b>KFintech</b> for casting your vote during the remote e-voting period without any further authentication.</li> </ul>

*Important note: Shareholders 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>1800 1020 990</b> and <b>1800 22 44 30</b>
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022- 23058738</b> or <b>022-23058542-43</b>

**Details on Step 2 are mentioned below:**

Login method for e-voting for shareholders other than Individual 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 in 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, 21<sup>st</sup> March 2025, 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/FIIs/Trust/Mutual Funds/Banks etc.,) are required to e-mail scan (PDF format) of the relevant Board Resolution to the Scrutinizer at [in.investorquery@gsk.com](mailto:in.investorquery@gsk.com) with a copy marked to [evoting@kfintech.com](mailto: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 e-voting from 9.00 a.m. (IST) on Monday 31<sup>st</sup> March 2025 and ends at 5.00 p.m. (IST) on Tuesday, 29<sup>th</sup> April 2025.
- m. In case of any queries, you may contact KFin Technologies Limited at Tel No. 1800 309 4001 (toll-free).
- n. The voting rights of the Shareholders 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., Friday, 21<sup>st</sup> March 2025.
- 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 Shareholders 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 Limited, Selenium Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Hyderabad - 500 032, by following due procedure.
- ii. Those Shareholders 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 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 Limited, Unit: GlaxoSmithKline Pharmaceuticals Limited, Selenium Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Hyderabad-500032, e-mail: [einward.ris@kfintech.com](mailto: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 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**")

#### **Resolution 1**

Mr. Juby Chandy is an experienced finance leader who has led GSK's finance teams in various regions. Mr. Chandy joined GSK in 2007 and has held a number of leadership positions with increasing responsibilities across various geographies, including Finance Director for GSK's Middle East business based in Turkey, Finance Director for GSK Vietnam, Finance Planning Director for Emerging Markets, Area Finance Director for South East Asia and most recently, Head of Finance for Global General Medicines portfolio, partnering with the leadership team on strategy, profit maximization and helping to drive performance for General Medicines.

Based on the recommendation of the Nomination and Remuneration Committee & Audit Committee, the Board of Directors, at its meeting held on 14<sup>th</sup> February 2025, reappointed Mr. Juby Chandy as the Whole-time Director & Chief Financial Officer of the Company with effect from 1<sup>st</sup> April 2025, subject to approval of the Shareholders. The terms of his appointment and the remuneration payable to him as contained in the draft of the Agreement to be entered into with Mr. Juby Chandy are given hereunder:

1. Period: 1<sup>st</sup> April 2025 to 31<sup>st</sup> March 2027.
2. Nature of Duties: Mr. Juby Chandy, Whole-time Director, shall devote the whole of his 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 him by the Managing Director. He shall be accorded and shall possess and exercise all such powers as may be required by and be granted to him for the proper performance, discharge and execution of his duties and responsibilities. He shall always be subject to superintendence, control and direction of and shall be responsible and accountable directly to the Managing Director and shall in all respects comply with all his lawful directions.
4. Remuneration:
  - (i) Basic Salary not exceeding Rs.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 the Committee thereof from time to time in its absolute discretion but shall not exceed an amount equal to 100% of the basic salary and fixed allowance for the relevant period. Performance Bonus will not be included as part of Salary for the purpose of making contributions to the Provident Fund and Pension Fund.
  - (iii) Long-term Incentive Plan (Share Value Plan), Share Option Plan and Performance Shares Plan benefits as per schemes applicable to the senior managers of the GlaxoSmithKline Group companies. The amount payable for each financial year or part thereof will be approved by the Board or a Committee thereof.

(iv) Perquisites:

(A) In addition to payments under (i), (ii) and (iii) above, the said Employee will be entitled to perquisites and allowances including provision of rent-free furnished residential accommodation or house rent allowance up to 50% of salary per month in lieu thereof, medical reimbursement and hospitalization insurance for the Said Employee and his family, Leave Travel Allowance as per the Company's Rules, club fees (subject to a maximum of 2 clubs and not including admission and life membership fees), Personal Accident Insurance cover, school fees (capped at Rs 45 lakhs) 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 three times of the annual basic 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 byelaws of this Fund, for the time being in force, and the same shall apply to him. 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 byelaws of that Scheme, for the time being in force, and the same shall apply to him. 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

(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. Provision of a car for use on Company's business and telecommunication facilities at residence will not be considered as perquisites.

(ii) The Company shall provide the Said Employee with telecommunication facilities at his residence.

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) Mr. Juby Chandy shall not become interested or otherwise concerned directly or through his wife and/or minor children in any selling agency of the company without the prior approval of the Central Government.

(ii) He shall be entitled to reimbursement of all actual expenses including on entertainment and travelling incurred during the company's business.

(iii) His appointment may be terminated by the company or by him by giving not less than three months' prior notice in writing in the case of the Whole-time Director.

(iv) The Agreement also sets out the mutual rights and obligations of the Company and Mr. Juby Chandy.

In compliance with the applicable provisions of the Companies Act, 2013, Ordinary Resolutions as set out at Item no 1 of the accompanying Notice are now being placed before the members for their approval.

None of the Directors, Key Managerial Personnel of the Company or their relatives, other than Mr. Juby Chandy, are, in any way, concerned or interested in the Ordinary Resolution set out at Item No. 1 of the Notice.

Mr. Juby Chandy does not have any relationship with any other Directors or Key Managerial Personnel or Manager of the company. He has 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. 1 of the Notice for approval by the Members.

### **Resolution 2 & 3**

Based on the recommendation of the Nomination & Remuneration Committee ("NRC"), the Board of Directors have at its meeting held on 26<sup>th</sup> March 2025 appointed Mr. Somasundaram Palamadairamaswamy (DIN: 00356363) and Mr. Anup Wadhawan (DIN:03565167) as Additional Independent Directors with effect from 26<sup>th</sup> March 2025, for a period of five (5) consecutive years, not liable to retire by rotation, subject to the approval of Members.

#### **Brief Profile of Mr. Somasundaram Palamadairamaswamy**

Mr. Somasundaram Palamadairamaswamy is a Chartered and Cost Accountant with over 32 years' experience across diverse industries including increasingly senior roles at Unilever Group companies in India and abroad and banking sectors. He was the Regional CEO - India of the World Gold Council till March 2024. Prior to joining the World Gold Council, he was the CEO of Lakshmi Vilas Bank, a private sector bank, before which, he was part of Standard Chartered Bank in India for over eight years in various senior roles including as a member of the India Management Committee, before taking on the role of Managing Director of Standard Chartered – STCI Capital Markets, the securities arm of Standard Chartered Bank. Mr. Somasundaram was a member of the policy committees of NITI Aayog, BIS, SEBI, and the Ministries of Finance & Commerce in driving major gold policy initiatives.

#### **Brief Profile of Mr. Anup Wadhawan**

Dr. Wadhawan served in the Indian Administrative Service for over 36 years, borne on the UP and Uttarakhand cadres. He has vast experience in International Trade & Commerce, Finance, and cross-sectoral policy making at the national level by virtue of having held key positions with the Government of India including, Commerce Secretary, Jt./Addl. Secretary/DGFT in Commerce, Jt./Addl. Secretary Banking/Insurance/Pensions, and Jt. Secretary Capital Markets in the Department of Economics Affairs. At the provincial level in UP & Uttarakhand he has policy making experience in areas like Rural Development, Urban Development and Forests and Environment. He has extensive field level development / public administration experience in these States in areas like rural / urban development, law and order management etc. Additionally, he has served as a Director on the Boards of the Bank of India, Agriculture Insurance Company of India, and is currently serving as an Independent Director on the Board of various Companies including Yatra Online Limited, Bajaj Allianz Life Insurance Company Limited, Bajaj Allianz General Insurance Company Limited, etc. Dr. Wadhawan holds a Ph.D. in Economics from Duke University (USA), MA in Economics from the Delhi School of Economics and a BA (Hons) in Economics from Hindu College, Delhi University.

The background and experience of Mr. Somasundaram Palamadairamaswamy and Mr. Anup Wadhawan are aligned to the skill sets as required by the Company.

In the opinion of the Board, Mr. Somasundaram Palamadairamaswamy & Mr. Anup Wadhawan fulfil the conditions specified in the Act and the Rules thereunder for appointment as Independent Directors and they are independent of the management. Further they have consented to act as the Director of the Company and have given a declaration to the Board that they meet the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. They have also given a declaration that they are not disqualified or debarred by SEBI or any other statutory authority from being appointed or continuing as Director. Further, they have confirmed that they are not aware of any circumstance or situation which exists or may reasonably be anticipated that could impair or impact their ability to discharge their duties as Independent Directors of the Company.

The Company has received Notices in writing from a Member of the Company under Section 160 of the Act proposing the candidature of Mr. Somasundaram Palamadairamaswamy & Mr. Anup Wadhawan for the office of Director of the Company.

Mr. Somasundaram Palamadairamaswamy & Mr. Anup Wadhawan have also confirmed that they are registered with the data bank of Independent Directors maintained by the IICA. 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 given in Annexure- I to this Notice.

In compliance with the provisions of Section 149 of the Act and the Rules framed there under read with Schedule IV to the Act, and regulations 17 of SEBI Listing Regulations and other applicable Regulations, the appointment of Mr. Somasundaram Palamadairamaswamy & Mr. Anup Wadhawan as an Independent Director is now placed before the Members, for their approval.

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

The Board considers that their association with the Company would be of immense benefit to the Company and it is hence desirable to avail services of Mr. Somasundaram Palamadairamaswamy & Mr. Anup Wadhawan as Independent Directors.

None of the Directors, Key Managerial Personnel of the Company or their relatives other than Mr. Somasundaram Palamadairamaswamy & Mr. Anup Wadhawan are, in any way, concerned or interested in the Special Resolution set out in Item No. 2 & 3 of the Notice. Accordingly, the Board recommends the Special Resolutions as set out in Item No. 2 & 3 of the Notice for the approval of the members of the Company.

## Annexure I

Details of Directors seeking appointment/re-appointment pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards issued by the Institute of Company Secretaries of India.

Name of the Director*	Mr. Juby Chandy	Mr. Somasundaram Palamadairamaswamy	Mr. Anup Wadhawan
Designation	Whole time Director & CFO	Independent Director	Independent Director
Age in years	48	64	63
Date of Appointment	1 <sup>st</sup> April 2025	26 <sup>th</sup> March 2025	26 <sup>th</sup> March 2025
Expertise in Specific Functional Area	Finance & Treasury	Accountancy & Audit, Banking, Economics, Finance, Business Management, Merger & Acquisitions & Strategic Options	International Trade & Commerce, Finance, Governance, & Strategy
Qualifications	Chartered Accountant	Bachelor of Commerce, Associate of Chartered Accountant (ACA), Cost and Works Accountant (CWA) Post-Graduate & (Advanced Management Accountancy) examination of ICAI	Ph.D. in Economics, MA in Economics & BA (Hons)
Terms and Conditions of Appointment	As per the resolution set out in this Notice read with the Explanatory Statement hereto.	To be appointed as an Independent Director for a period of five (5) years with effect from 26 <sup>th</sup> March, 2025.	To be appointed as an Independent Director for a period of five (5) years with effect from 26 <sup>th</sup> March, 2025.
Remuneration last drawn (including sitting fees, if any)	Rs 655.68 lakhs (as on 31 <sup>st</sup> March 2024)	N.A.	N.A.
Remuneration proposed to be paid	Salary & perquisites	Sitting Fees & Commission	Sitting Fees & Commission
Number of Meetings of the Board attended during the year	6	N.A.	N.A.
No. of shares held in the Company	NIL	NIL	NIL
Directorships in other Indian Companies	Biddle Sawyer Limited	DCB Bank Limited	<ul style="list-style-type: none"> <li>• Yatra Online Limited</li> <li>• Bajaj Allianz General Insurance Company Limited</li> <li>• Bajaj Allianz Life Insurance Company Limited</li> <li>• Globe All India Services Limited</li> </ul>
Membership of Committees in other Indian Companies	NIL	DCB Bank Limited Audit Committee Nomination & Remuneration Committee Risk Management Committee Credit Committee	<ul style="list-style-type: none"> <li>• Yatra Online Limited Corporate Social Responsibility Audit Committee Nomination &amp; Remuneration Committee</li> </ul>

			<ul style="list-style-type: none"> <li>• Bajaj Allianz General Insurance Company Limited &amp; Bajaj Allianz Life Insurance Company Limited</li> <li>• Audit Committee</li> <li>• Nomination and Remuneration Committee</li> </ul>
Relationship between Directors inter-se	None	None	None

\*None of the Directors have resigned from any listed entity in past 3 years.

**By Order of the Board of Directors**

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

Mumbai, 26<sup>th</sup> March 2025

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