

20th February 2015



NATIONAL STOCK EXCHANGE,
EXCHANGE PLAZA 5TH FLOOR
PLOT No. C/1 G BLOCK
BANDRA-KURLA COMPLEX
BANDRA (EAST) MUMBAI
400051

GlaxoSmithKline
Pharmaceuticals Limited
Regd. Office: GSK House,
Dr. Annie Besant Road,
Worli, Mumbai - 400030.

Dear Sir,

Tel: +91 22 2495 9595

Notice along with Explanatory Statement for obtaining Shareholders' consent by Postal Ballot

As required under Clause 31 of the Listing Agreement, enclosed please find 3 copies of the Notice dated 21st February 2015 along with the Explanatory Statement seeking the consent of the Members by a Postal Ballot for the following:

4. Approval to the appointment of the following Directors as Independent Directors for a period of five years from 30th March 2015:
 - h) Mr. Rajeshwar R. Bajaj
 - i) Ms. Anjali Bansal
 - j) Mr. Pradeep Bhide
 - k) Mr. Nihal Kaviratne
 - l) Mr. Pradip Nayak
 - m) Mr. Anami Roy
 - n) Mr. D. Sundaram
5. Approval to the re-appointment and remuneration payable to Mr. Mehernosh. B. Kapadia as Whole Time Director of the Company for the period 1st October 2014 to 30th November 2014.
6. Approval to the appointment and remuneration payable to Mr. Andrew Aristidou as Whole Time Director of the Company for the period 1st December 2014 to 30th June 2017.

A specimen copy of the Postal ballot Form in respect of the said ballot is also enclosed for the information of the Members.

A copy of the Notice to the Members that would appear in the Business Standard and Maharashtra Times on 21st February 2015 upon completion of posting is also attached.

Thanking you,

Yours faithfully
GlaxoSmithKline Pharmaceuticals Limited

Ajay Nadkarni
General Manager - Administration
& Company Secretary
Encl:

Corporate Identity Number
L24239MH1924PLC001151

Email id: askus@gsk.com
Web site address: www.gsk-india.com

**GlaxoSmithKline Pharmaceuticals Limited**

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

Tel.: 022 2495 9595 • Fax: 022 2495 9494

Corporate Identity Number: L24239MH1924PLC001151

Website: www.gsk-india.com • Email: askus@gsk.com**NOTICE TO MEMBERS**

Members are hereby informed that notice for Postal Ballot under Section 110 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014 along with the Postal Ballot Form and a self addressed reply envelope (for which postage will be borne and paid by the Company) seeking assent / dissent of the Members to the Resolutions to be passed through Postal Ballot which also includes voting through electronic means to approve the appointment of seven Independent Directors and re-appointment & appointment of Whole-Time Directors was dispatched on 21st February 2015.

The Board of Directors has appointed Mr. P. N. Parikh, Practising Company Secretary, as Scrutinizer for conducting the process of voting by Postal Ballot in a fair and transparent manner. Members are requested to note that the voting will commence at 10.00 a.m. on 22nd February, 2015 and shall end at 5.00 p.m. on 23rd March, 2015 and accordingly, the Postal Ballot Forms, duly completed and signed should reach the Scrutinizer at Karvy Computershare Private Limited, Unit: GlaxoSmithKline Pharmaceuticals Limited, Plot No. 17-24, Vittal Rao Nagar, Madhapur, Hyderabad 500081 not later than the close of working hours on 23rd March, 2015. Alternatively, the Members can vote through e-voting facility, as per the details mentioned in the Notes to the Postal Ballot Notice. The Postal Ballot Forms / E-voting received after the said date will not be considered valid and voting by post or through electronic means shall not be allowed beyond the said date.

A Member may request for a duplicate Postal Ballot Form, if so required.

Notice of the Postal Ballot Form is also available at the website of the company at www.gsk-india.com and also on the e-voting website of Karvy Computershare Private Limited at <https://evoting.karvy.com>

Any query in relation to the voting of the resolutions proposed to be passed by Postal Ballot including voting by electronic means may be addressed to Mr. Varghese P A, C/o. Karvy Computershare Private Limited, Hyderabad. Telephone No.: (040) 44655000, E-mail: Varghese@karvy.com

For **GlaxoSmithKline Pharmaceuticals Limited**

Ajay Nadkarni

Place: Mumbai

General Manager - Administration

Dated: 21st February 2015

& Company Secretary