

# NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the Extra Ordinary General Meeting of GlaxoSmithKline Consumer Healthcare Pakistan Limited ("Company") will be held on 20th, November 2017, at Beach Luxury Hotel Karachi at 11:00 hours to transact the following business:

## ORDINARY BUSINESS

- To approve the minutes of the Annual General Meeting of the Company, held on 21 April, 2017.

## SPECIAL BUSINESS

- A. To consider and if deemed fit, to pass the following resolutions as special resolutions, with or without modification, addition(s) or deletion(s), as recommended by the directors:

**RESOLVED**, that approval of the members of the Company be and is hereby accorded in terms of Section 199 of the Companies Act, 2017 for the renewal/extension of the term of the loan made to the Company GSK OTC (Private) Limited, a subsidiary company by way of a finance facility for a further period of 11 (eleven) months for the amount equivalent PKR of up to USD 10,000,000 to enhance the capital and thereby enabling and strengthen its economic, technical and operational ability. The interest rate on each instalment of funds shall be equal to the rate quoted by Citi Bank Pakistan for advances/loans in Pakistani Rupees for respective interest period, quoted at least two working days before the date on which the interest period commences.

**FURTHER RESOLVED**, the Chief Executive Officer and/or Chief Financial Officer and/or Company Secretary of the Company be and are hereby singly empowered and authorized to do all acts, matters, deeds and things and take any or all necessary steps and actions to complete all legal formalities and file all necessary documents as may be necessary or incidental for the purpose of implementing the aforesaid resolutions.

- B. To consider and, if thought fit, increase the authorized share capital of the Company as special resolution with or without modification:

The Company's present authorized capital consists of 100,000,000 equity shares of PKR 10 (Ten) each, aggregating to PKR 1,000,000,000 (Pak Rupees One Billion Only).

- The Company is proposing to increase its authorized capital under Section 85 of the Companies Act 2017 ("Act") in order to enable it to subsequently issue further shares under Section 83 of the Act.

It is therefore proposed that the authorized share capital of the Company should be increased to PKR 2,000,000,000 (Pak Rupees Two Billion Only).

- Subject to Section 85 and other applicable provisions of the Act, the authorized share capital of the Company to be increased from PKR 1,000,000,000 (Pak Rupees One Billion Only) to PKR 2,000,000,000 (Pak Rupees Two Billion Only).

- Existing capital clause appearing in Clause V of the Memorandum and Article 8 of the Articles to be altered as follows:

**Existing Clause V of the Memorandum:**  
"The authorized capital of the Company is PKR 1,000,000,000/- (Pak Rupees One Billion Only) divided into 100,000,000 ordinary shares of PKR 10 (Pak Rupees Ten Only) each with the rights, privileges and conditions attaching thereto as per provided by regulations of the Company for the time being, with power to increase or reduce its capital and to divide the shares in the capital for the time being into several classes."

**Proposed Clause V of the Memorandum:**  
"The authorized capital of the Company is PKR 2,000,000,000 (Pak Rupees Two Billion Only) divided into 200,000,000 ordinary shares of PKR 10/- (Pak Rupees Ten Only) each with the rights, privileges and conditions attaching thereto as per provided by regulations of the Company for the time being, with power to increase or reduce its capital and to divide the shares in the capital for the time being into several classes."

**Existing Article 8 of the Articles:**  
"The authorized capital of the Company is PKR 1,000,000,000 (Pak Rupees One Billion Only) divided into 100,000,000 ordinary shares of PKR 10/- (Pak Rupees Ten Only) each with the rights, privileges and conditions attaching thereto as provided by regulations of the Company for the time being with power to increase or reduce its capital and to divide the shares in the capital for the time being into several classes."

**Proposed Article 8 of the Articles:**  
"The authorized capital of the Company is PKR 2,000,000,000 (Pak Rupees Two Billion Only) divided into 200,000,000 ordinary shares of PKR 10/- (Pak Rupees Ten Only) each with the rights, privileges and conditions attaching thereto as provided by regulations of the Company for the time being with power to increase or reduce its capital and to divide the shares in the capital for the time being into several classes."

**FURTHER RESOLVED**, the Chief Executive Officer and/or Chief Financial Officer and/or Company Secretary of the Company be and are hereby singly empowered and authorized to do all acts, matters, deeds and things and take any or all necessary steps and actions to complete all legal formalities and file all necessary documents as may be necessary or incidental for the purpose of implementing the aforesaid resolutions.

- C. To approve transmission of annual audited financial statements, auditors' report and directors' report etc. (the "annual audited accounts") to the Company's shareholders through CD/DVD/USB at their registered address as allowed by the Securities and Exchange Commission of Pakistan via S.R.O. No. 470(I)/2016 dated May 31, 2016:

**RESOLVED THAT**, as notified by the Securities and Exchange Commission of Pakistan via S.R.O. No. 470(I)/2016 dated May 31, 2016, transmission of annual audited financial statements, auditors' report and directors' report etc. (the "annual audited accounts") to the Company's shareholders at their registered addresses in soft copies in the form of CD/DVD/USB instead of transmitting the annual audited accounts in hardcopy, be and is hereby approved."

(A statement of Material Facts under Section 134(3) of the Companies Act, 2017 relating to the aforesaid Special Business to be transacted at the said Extra Ordinary General Meeting is attached to this notice).

By Order of the Board

October 31, 2017  
Karachi

**FARHAN MUHAMMAD HAROON**  
Company Secretary

## Notes:

- The individual Members who have not yet submitted Photostat copy of their valid Computerized National Identity Card (CNIC) to the Company are once again requested to send their CNIC (copy) at the earliest directly to the Company's Share Registrar at Central Depository Company of Pakistan Limited, CDC House, 99-B, Block - B, S.M.C.H.S., Main Shaheed-e-Faisal, Karachi. The Corporate Entities are requested to provide their National Tax Number (NTN) and Folio Number along with copy of the CNIC. In case of non-recap of the copy of a valid CNIC, the Company would be unable to comply with SRO 19(1)/2014 dated January 10, 2014 in continuation to SRO 89(1)/2012 dated July 05, 2012 of SECP and therefore will be constrained under SECP Order dated July 08, 2015 under section 251(2) of the Companies Ordinance, 1984 to withhold the dispatch of dividend warrants of such shareholders.
- The Share Transfer Books of the Company will be closed from November 13, 2017 to November 20, 2017 (both days inclusive). Transfers received at the Office of the Share Registrar of the Company at Central Depository Company of Pakistan Limited, CDC House, 99-B, Block - B, S.M.C.H.S., Main Shaheed-e-Faisal, Karachi at the close of business on November 10, 2017 (Friday) will be treated in time.
- A member entitled to attend and vote at the Meeting may appoint another member as his/her Proxy to attend, speak and vote at the Meeting on his/her behalf. Instrument appointing Proxy must be deposited at the Office of the Share Registrar of the Company at Central Depository Company of Pakistan Limited, CDC House, 99-B, Block - B, S.M.C.H.S., Main Shaheed-e-Faisal, Karachi not less than 48 hours before the time of the Meeting.
- The shareholders are requested to notify the Company if there is any change in their addresses.
- CDC Account Holders will further have to follow the under mentioned guidelines as laid down in Circular No. 1 of 2000 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan.
  - A. For Attending the Meeting:
    - In case of individuals, the account holder or sub-account holder and/or the person whose securities are in group account and their registration details are uploaded as per the Regulations, shall authenticate his/her identity by showing his/her original Computerized National Identity Card (CNIC) or original passport at the time of attending the meeting.
    - In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the meeting.
  - B. For Appointing Proxies:
    - In case of individuals, the account holder or sub-account holder and/or the person whose securities are in group account and their registration details are uploaded as per the Regulations, shall submit the proxy form as per the above requirement.
    - The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.

- iii) Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
  - iv) The proxy shall produce his/her original CNIC or original passport at the time of the meeting.
  - v) In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company.
6. The shareholders holding physical shares are also required to bring their original CNIC and/or copy of CNIC of shareholder(s) of whom he/she/they hold Proxy(ies), without CNIC such shareholder(s) shall not be allowed to attend and/or sign the Register of Shareholders/Members at the EOGM.

## STATEMENT UNDER SECTION 134(3) OF THE COMPANIES' ACT, 2017

This statement sets out the material facts concerning the Special Business to be transacted at the Extraordinary General Meeting ("EOGM") of GSK Consumer Healthcare Pakistan Ltd. (the "Company") to be held on November 20, 2017.

## AGENDA ITEM A:

The Board of Directors of the Company in their meeting held on October 23, 2017 has approved the above proposal of the management and has recommended to the shareholders for their approval.

The Directors have carried out necessary due diligence for the proposed investment.

Information under Clause (b) of sub-regulation (1) of regulation 3 of (Investment in Associated Companies or Associated Undertakings) Companies Regulations, 2012.

| Ref. no. | Requirement   | Information  |
|----------|---|--|
| I        | Name of associated company  | GSK OTC (Private) Limited  |
|          | Criteria of associated relationship   | Common directorship and common Parent company.   |
| II       | Amount of loans and advances  | Up to USD 10,000,000 (US \$ Ten Million Only)  |
| iii.     | Purpose   | For the purchase of Jamshoro plant and working capital needs of the associated company GSK OTC (Private) Limited.  |
|          | Benefits  | The Company will earn better return from the investment.   |
| iv.      | Details of existing lease   | Period of loan is eleven (11) months with interest payments to be made quarterly.  |
| v.       | Financial position, including main items of Audited Financial Statements for the year balance sheet and profit and loss account ended December 31, 2016 showed:   | Audited Financial Statements for the year balance sheet and profit and loss account ended December 31, 2016 showed: Capital commitment for the acquisition of Plant and Machinery of the factory located at Jamshoro. The assets are acquired from Novartis Pharma (Pakistan) Limited.   |
| vi.      | Average borrowing cost of the investing company.  | 6.5% - 7.0%  |
| vii.     | Rate of interest, mark up, profit, fees or commission etc. to be charged.   | 1 Month KIBOR + 100 bps.   |
| viii.    | Sources of funds from where loans or advances Surplus funds of the Company will be given.   | Surplus funds of the Company   |
| ix.      | Where loans or advances are being granted No using borrowed funds; justification for granting loan or advance out of borrowed funds; detail of guarantees/assets pledged for obtaining such funds, if any; and repayment schedules of borrowing of the investing company. | No   |
| x.       | Particulars of collateral security to be obtained Undertaking of the subsidiary company against loan to the borrowing company or undertaking, if any.   | Undertaking of the associated company  |
| xi.      | If the loans or advances carry conversion feature:  | Not applicable   |
| xii.     | Repayment schedule and terms of loans or Repayment of principal will be made in advance to be given to the investee company.  | Repayment of principal will be made within eleven months.  |
| xiii.    | Salient feature of all agreements entered or Agreement will be signed after approval to be entered with its associated company by the members. Other significant terms or associated undertaking with regards to and conditions are as under:                             | An addendum to the original Agreement will be signed after approval to be entered with its associated company by the members. Other significant terms or associated undertaking with regards to and conditions are as under: <ul style="list-style-type: none"> <li>Interest due on outstanding amount of loan shall be paid by the associated company on quarterly basis.</li> <li>All payments under the loan agreement shall be made through Funds transfer.</li> <li>The subsidiary company shall provide an undertaking to secure the extension of loan.</li> </ul> |
| xiv.     | Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any in the associates company or associated undertaking or the transaction under consideration:   | Direct or indirect interest of directors, two directors of GSK OTC (Private) Limited are currently on the board of GSK Consumer Healthcare Pakistan Limited an associated company and currently holds 0.00% (1 Share), 0.00% under consideration.<br>Name: Syed Azeem Neqvi 1 share (0.00%)<br>Mr. Sohail Matin 1 share (0.00%)  |
| xv.      | Any other important details necessary for the non-members to understand the transaction:  | None   |
| xvi      | In case of investment in a project of an Not Applicable associated company or associate undertaking that has not commenced operations:  | Not Applicable   |
|          | Starting date of work   | Not Applicable   |
|          | Completion of work  | Not Applicable   |
|          | Commercial operations date  | Not Applicable   |
|          | Expected time by which the project shall start Not Applicable paying return on investment   | Not Applicable   |

## AGENDA ITEM B:

### INCREASE IN AUTHORIZED SHARE CAPITAL

The present Authorized Share Capital of the Company is PKR 1,000,000,000 divided into 100,000,000 shares of PKR 10/- each. In order to provide the Company with adequate leverage to consider the future issue of shares for meeting expected requirements to finance the upcoming projects and capital expenditure in the years to come, the Board of Directors have recommended an increase in the Authorized Share Capital. They have proposed to increase the Share Capital of the Company from existing share capital of PKR 1,000,000,000 divided into 100,000,000 shares of PKR 10/- each to PKR 2,000,000,000 divided into 200,000,000 shares of PKR 10/- each. For this purpose, a Special Resolution is proposed to be approved in the forthcoming Extraordinary General Meeting.

## AGENDA ITEM C:

### TRANSMISSION OF ANNUAL AUDITED FINANCIAL STATEMENTS THROUGH CD/DVD/USB

The Securities and Exchange Commission of Pakistan has allowed listed companies, through its S.R.O. No. 470(I)/2016, dated May 31, 2016, to circulate the annual balance sheet and profit and loss account, auditors' report and directors' report etc. ("annual audited accounts") to their members through CD/DVD/USB at their registered address instead of transmitting the annual audited accounts in hard copies. The Company shall, however, upon demand, supply hard copies of the annual audited accounts to the shareholders free of cost upon receipt of a duly completed Request Form, which may be obtained from the Company's website i.e. [www.pk.gsk.com](http://www.pk.gsk.com).

The Directors, Sponsors, majority shareholders and their relatives are not interested, directly or indirectly, in the above business except to the extent of shares that are held by them in the Company.