

GlaxoSmithKline Pakistan Limited



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the SIXTY-SEVENTH Annual General Meeting of the Shareholders of the Company will be held at the Beach Luxury Hotel, Karachi at 12:00 noon on Monday, April 28, 2014 to transact the following business:

A. Ordinary Business

1. (a) To receive and adopt the Report of the Directors and the Accounts for the year ended December 31, 2013 and the Auditors' Report thereon;
- (b) To approve the payment of a dividend.
2. To appoint Auditors and fix their remuneration.
3. To elect seven (07) Directors of the Company as fixed by the Board for a term of three years commencing from May 7, 2014 in accordance with the provisions of Section 178(1) of the Companies Ordinance 1984. The ten (10) retiring Directors are Mr. M. Salman Burney, Mr. Shahid Mustafa Qureshi, Mr. Yahya Zakaria, Mr. Maqbool-ur-Rehman, Mr. David Cooper, Mr. Ratiq Dawood, Mr. Husain Lawal, Mr. Mehmood Mandiwalla, Ms. Erum S. Rahim, Ms. Farha Salehuddin.

The retiring Directors are eligible for re-election.

B. Special Business

To consider and if thought fit to capitalize a sum of Rs. 289.51 million out of the Unappropriated profit of the Company for the issuance of 28,951,600 bonus shares in the proportion of One (01) ordinary share for every Ten (10) ordinary shares held by the Members of the Company as on April 21, 2014.

By Order of the Board

Karachi
April 07, 2014

Shahid Mustafa Qureshi
Director/Company Secretary

[Notice of the AGM and Statement as required by Section 160(1)(B) of the Companies Ordinance 1984 in respect of the special business to be considered at the meeting is being sent to the Members with Annual Report and Financial Statements 2013].

Notes:

1. The Individual Members who have not yet submitted a photocopy of their valid Computerised National Identity Card (CNIC) to the Company are once again requested to send the same 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 Shahrah-e-Faisal, Karachi. The Corporate Entities are requested to provide their National Tax Number (NTN). Please give Folio Number with the copy of CNIC/NTN details. Reference is also made to the Securities and Exchange Commission of Pakistan (SECP) Notification dated August 18, 2011, SRO 779 (I) 2011, which mandates that the dividend warrants should bear CNIC number or the registered number of the authorised person, except in case of minor(s) and Corporate Members.
2. The Share Transfer Books of the Company will be closed for the purpose of determining the entitlement for the payment of Final Dividend and for determining the entitlement for the issuance of bonus shares from April 21, 2014 to April 28, 2014 (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 Shahrah-e-Faisal, Karachi at the close of business on April 18, 2014 (Friday) will be treated in time for the purposes of entitlement to the transferees.
3. 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 Shahrah-e-Faisal, Karachi not less than 48 hours before the time of the Meeting.
4. The Shareholders are requested to notify the Company if there is any change in their address.
5. 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:

- i) 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 Computerised National Identity Card (CNIC) or original passport at the time of attending the Meeting.
- ii) 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:

- i) 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.
 - ii) 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 AGM.