



April 06, 2016

GlaxoSmithKline Pakistan Limited  
35-Dockyard Road,  
West Wharf,  
Karachi - 74000,  
Pakistan

UAN +92 21 111 475 725  
Fax +92 21 3231 4898  
www.gsk.com.pk

Mr. Muhammad Ghufraan  
DGM- Companies Affairs  
Pakistan Stock Exchange Limited,  
Stock Exchange Building,  
Stock Exchange Road,  
Karachi – 74000.

Dear Sir,

**NOTICE OF ANNUAL GENERAL MEETING**

Please find enclosed herewith copy of the Notice of Annual General Meeting of GlaxoSmithKline Pakistan Limited to be held at 11:00 a.m. on Wednesday, April 27, 2016 at the Movenpick Hotel, Karachi.

Kindly acknowledge receipt hereof.

Thanking you.

Yours sincerely,  
For and on behalf of  
GlaxoSmithKline Pakistan Limited

Ms. Mashal Mohammad  
Senior Legal Manager

Encl: as above.

C.c: Central Depository Company of Pakistan Limited  
CDC House, 99-B, Block – 6,  
S.M.C.H.S, Main Shahrah-e-Faisal, Karachi.  
(together with a copy of the Notice of AGM.)

DAWN WEDNESDAY APRIL 6, 2016

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the SIXTY-NINTH Annual General Meeting of the Shareholders of the Company will be held at Movenpick Hotel, Karachi at 11.00 a.m. on Wednesday, April 27, 2016 to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the audited Accounts together with the Directors' and Auditors' Report thereon for the year ended December 31, 2015
2. To approve cash dividend
3. To appoint Auditors of the Company up to the next Annual General Meeting and to authorize the Directors to fix their remuneration.

### SPECIAL BUSINESS

4. To consider, and if thought fit, to pass the following resolution as a Special Resolution:
  - RESOLVED THAT the Articles of Association Clause 64, be and is hereby amended to remove the requirement for Directors to hold shares of nominal value of Rs.100,000/-
5. To consider and if thought fit, to pass the following resolution as a Special Resolution:
  - RESOLVED THAT the Articles of Association of the Company be and is hereby amended by adding a new Article 57A under the heading of "Votes of Members" as follows:

The provisions and requirements for e-voting as prescribed by the SECP from time to time shall be deemed to be incorporated in these Articles, irrespective of the other provisions of these Articles of Association and notwithstanding anything contradictory therein.

By Order of the Board

Karachi  
April 06, 2016

**SYED AZEEM ABBAS NAQVI**  
Company Secretary

**[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 the Annual Report and Financial Statement 2015.]**

### Notes:

1. 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 Shahra-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-receipt 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 831(1)/2012 dated July 05, 2012 of SECP and therefore will be constrained under SECP Order dated July 06, 2015 under section 251(2) of the Companies Ordinance, 1984 to withhold the dispatch of dividend warrants of such shareholders.
2. The Share Transfer Books of the Company will be closed for the purpose of determining the entitlement for the payment of Final Dividend from April 20, 2016 to April 27, 2016 (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. Society, Main Shahra-e-Faisal, Karachi at the close of business on April 19, 2016 (Tuesday) 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 Shahra-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 addresses.
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 Computerized 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.

#### 7. Transmission of Annual Financial Statements through Email:

In pursuance of the directions given by SECP vide SRO 787 (1)/2014 dated September 8, 2014, those shareholders who desire to receive Annual Financial Statements in future through email instead of receiving the same by Post are advised to give their formal consent along with their valid email address on a standard request form which is available at the Company's website i.e. [www.gsk.com.pk](http://www.gsk.com.pk) and send the said form duly filled in and signed along with copy of his / her / its CNIC / Passport to the Company's Share Registrar.

Please note that giving email address for receiving of Annual Financial Statements instead of receiving the same by post is optional, in case you do not wish to avail this facility please ignore this notice. Annual Financial Statements will be sent at your registered address, as per normal practice.

#### 8. Revision of Withholding Tax on Dividend Income:

Please further note that under Section 150 of the Income Tax Ordinance, 2001 and pursuant to Finance Act 2015 withholding tax on dividend income will be deducted for 'Filer' and 'Non-Filer' shareholders @ 12.5% and 17.5% respectively. According to clarification received from Federal Board of Revenue (FBR) withholding tax will be determined separately on 'Filer/Non-Filer' status of Principal shareholder as well as Joint Holder(s) based on their shareholding proportions, in case of joint accounts.

In this regard, all shareholders who hold shares with joint shareholders, are requested to provide shareholding proportions of Principal shareholder and Joint Holder(s) in respect of shares held by them to our Share Registrar, in writing as follows:

Folio / CDS Account #	Total Shares	Principal Shareholder		Joint Shareholder	
		Name and CNIC #	Shareholding Proportion (No. of Shares)	Name and CNIC #	Shareholding Proportion (No. of Shares)

Notes: The required information must reach our Share Registrar by April 19, 2016, otherwise it will be assumed that the shares are equally held by Principal shareholder and Joint Holder(s).

Shareholders are therefore requested to please check and ensure Filer status from Active Taxpayers List (ATL) available at FBR website <http://www.fbr.gov.pk/> as well as ensure that their CNIC / Passport number has been recorded by the Participant / Investor Account Services or by Share Registrar (in case of physical shareholding). Corporate bodies (non-individual shareholders) should ensure that their names and National Tax Numbers (NTN) are available in ATL at FBR website and recorded by respective Participant / Investor Account Services or in case of physical shareholding by Company's Share Registrar.

