



April 03, 2018

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

GlaxoSmithKline Pakistan Limited
35-Dockyard Road,
West Wharf,
Karachi - 74000,
Pakistan
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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 Tuesday, April 24, 2018 at the Beach Luxury Hotel, Karachi.

Kindly acknowledge receipt hereof.

Kind regards,

Yours sincerely,
For and on behalf of
GlaxoSmithKline Pakistan Limited


Ms. Mehar Ameer
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.)

GlaxoSmithKline Pakistan Limited



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 71st Annual General Meeting of GlaxoSmithKline Pakistan Limited will be held at Beach Luxury Hotel, Karachi at 11:30 a.m. on Tuesday, April 24, 2018 to transact the following business:

ORDINARY BUSINESS

- To receive, consider and adopt the audited Accounts together with the Directors and Auditors' Report thereon for the year ended December 31, 2017.
- To approve cash dividend.
- To appoint External Auditors of the Company for the ensuing year and to fix their remuneration. The Board of Directors and the Audit Committee, has thus proposed the appointment of M/s. Deloitte Youssif Aali, Chartered Accountants in place of retiring auditors A.F. Ferguson & Co. Chartered Accountants, for the year ending December 31, 2018.

SPECIAL BUSINESS

- To consider and if thought fit, to pass the following resolution as a Special Resolution: "RESOLVED that the existing Articles of Association of the Company be amended to bring them in conformity with the Companies Act 2017 and for that purpose, the revised Articles of Association of the Company, as introduced by the Chairman for the purpose of identification, be adopted as Articles of Association of the Company, in substitution of and to the exclusion of the existing Articles of Association."

ANY OTHER BUSINESS

- To transact any other business with the permission of the Chair.

By Order of the Board
 SYED AZEEM ABBAS MAJANI
 Company Secretary

Karachi
 April 03, 2018

Notes:

- The individual Members who have not yet submitted photostat copies of their valid Computerized National Identity Card (CNIC) to the Company are once again requested to send their CNIC (with the original copy of the CNIC) 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 Shaheen-e-Faisal, Karachi. The Corporate Entities are requested to provide their National Tax Number (NTN) and Number along with copy of the CNIC. In case of non-availability of a valid CNIC, the Company would be unable to comply with SRO 18(1)/2014 dated January 10, 2014. In continuation to SRO 881(1)/2012 dated July 05, 2012 and to comply will be reinstated under SECOP Notification S.R.O. 1145(I)/2017 dated November 08, 2017 under section 242 and 243 of the Companies Act, 2017 to withhold the dispatch of dividend warrants of such shareholders.
- 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 16, 2018 to April 24, 2018 (both days inclusive). Transfers received at the Office of the Share Registrar at Central Depository Company of Pakistan Limited, CDC House, 99-B, Block - B, S.M.C.H.S., Main Shaheen-e-Faisal, Karachi at the close of business on April 17, 2018 (Tuesday) will be treated in time for the purposes of entitlement to the dividends.
- 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 Shaheen-e-Faisal, Karachi not less than 48 hours before the time of the Meeting.
- The shareholders are requested to notify the Company if there are any changes in their addresses.
- CDG 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.
 - For Attending the Meetings:
 - 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 updated 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.
 - 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 updated 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.
 - Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
 - The proxy shall produce his/her original CNIC or original passport at the time of the meeting.
 - 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.
- 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/Votes) 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: Shareholders are requested to provide their email addresses to the Company by April 10, 2018. 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 addresses on a separate request form which is available at the Company's website <http://www.pk-gsk.com> and send it by e-mail from duly filled in and signed along with copy of this /per /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.

Annual Accounts of the Company for the year ended December 31, 2017 can be downloaded from the Company's website <http://www.pk-gsk.com>.

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 2017 withholding tax on dividend income will be deducted for "Filer" and "Non-Filer" shareholders @ 15% and 20% 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 Name and CNIC #	Shareholding Proportion (No. of Shares)	Joint Shareholder Name and CNIC #	Shareholding Proportion (No. of Shares)

Notes: The required information must reach our Share Registrar by April 17, 2017; 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 Participative Participant / Investor Account Services or in case of physical shareholding by Company's Share Registrar.

9. UNCLAIMED DIVIDEND / SHARES: Pursuant to Section 244 of the Companies Act, 2017, any shares issued or dividend declared by the Company, which remain unclaimed or unpaid for a period of three years from the date it became due and payable shall vest with the Federal Government after compliance of procedures prescribed under the Companies Act, 2017. Section 244(4) of the ACT requires the Company to give a 90 days' notice to the members to file their claims with the Company. Further SECOP vide Direction No. 18 of 2017 issued on July 07, 2017 directed all listed Companies issue such notice to the members and submit statement of unclaimed shares or dividend or any other instruments which remain unclaimed or unpaid for a period of three years from the date they are due and payable as of May 30, 2017.

10. Consent for Video Conference Facility: In accordance with Section 132(2) of the Companies Act, 2017, the Members can also avail Video conference facility at Lahore and Islamabad. In this regard, please fill the following form and submit to registered address of the Company 10 days before holding of the Annual General Meeting.

If the Company receives consent from members holding an aggregate 10% or more shareholding residing at a geographical location, to participate in the meeting through video conference at least 10 days prior to date of meeting, the Company will arrange video conference facility in that city subject to availability of such facility in that city.

The Company will intimate Members regarding venue of video conference facility at least 5 days before the date of the Annual General Meeting along with complete information necessary to enable them to access such facility.

I/We, _____ of _____ being a Member of GlaxoSmithKline Pakistan Limited, holder of _____ ordinary share(s) as per Registered Folio/CDC Account No. _____ hereby opt for video conference facility at _____

Signature of Member

11. Under the provisions of Section 242 of the Companies Act, 2017, it is mandatory for a listed Company to pay cash dividend to its shareholders only through electronic mode directly into their bank account, shareholders are requested to fill in Electronic Credit Mandate Form available on Company's website <http://www.pk-gsk.com> and send it duly signed along with a copy of CNIC to the Registrar of the Company M/s. Central Depository Company of Pakistan Limited, Shares Registrar Department, CDC House 99-B, Block B, S.M.C.H.S., Main Shaheen-e-Faisal, Karachi. In case of physical shares, in case shares are held in CDC (then Electronic Credit Mandate Form must be submitted directly to shareholder's broker/participant/CDC account services).

12. SECOP through its SRO 470(1)/2016, dated May 31, 2016, has allowed companies to circulate the annual balance sheet, profit and loss account, Auditors' report and Directors' report etc (Annual audited accounts) to its members through CD/DVD/USB at their registered addresses. In view of the above, the Company has sent its Annual Report 2017 to its shareholders in the form of CD. Any member requiring printed copy of Annual Report 2017 may send a request using a Standard Request Form placed on Company website.

STATEMENT UNDER SECTION 134(3) AND 140 OF THE COMPANIES ACT 2017

Special Resolution

The Companies Act 2017 has replaced the Company's Ordinance 1984 and it is desirable to amend the Articles of Association of the Company to reflect the provisions and sections of the new 2017 Act. As the amendments are numerous, it is proposed to adopt the revised version as a whole in substitution of the existing Articles of Association.

