



GlaxoSmithKline Consumer
Healthcare Pakistan Limited
35-Dockyard Road,
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Pakistan

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30 January 2019

Mr. Wasim Sattar,
Manager,
Listing Department,
Pakistan Stock Exchange Limited,
Stock Exchange Building,
Stock Exchange Road,
Karachi.

Subject: Increase of Paid Up Capital

Dear Mr. Sattar,

This is with reference to your letter of 18 December 2018 bearing no. PSX/C-49-A-5645 ("your Letter") and further to our response thereto of 26 December 2018.

Please find enclosed herewith the necessary documents as requested in your Letter:

- (1) Return of allotment of shares i.e. Form 3 submitted electronically by the Company to the Companies Registration Office of the SECP.
- (2) Auditor's certificate confirming the total and increase of paid up capital subsequent to the merger of GlaxoSmithKline OTC (Private) Limited with and into GlaxoSmithKline Consumer Healthcare Pakistan Limited.
- (3) Two cheques in the favour of Pakistan Stock Exchange for payment of Additional Listing Fee and Supervisory Fee, in accordance with the computation method provided by you.

Sincerely,

Ms. Mashal Mohammad
Company Secretary

Encl: As above



Deloitte Yousuf Adil
Chartered Accountants
Cavish Court, A-35, Block 7 & 8
KCHSU, Shahrah-e-Faisal
Karachi-75350
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07-38 / 1193
January 18, 2019

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Mr. Talal Ahmed
Finance Director
GlaxoSmithKline Consumer Healthcare Pakistan Limited
35, Dockyard Road, West Wharf
Karachi.

Dear Sir,

Certificate in connection with total paid up capital of GlaxoSmithKline Consumer Healthcare Pakistan Limited subsequent to merger of GlaxoSmithKline OTC (Private) Limited with and into GlaxoSmithKline Consumer Healthcare Pakistan Limited

This is with reference to the terms agreed in our engagement letter no. 07-38 / 1192 dated January 18, 2019 in connection with total paid up capital of GlaxoSmithKline Consumer Healthcare Pakistan Limited (the Company) subsequent to merger of GlaxoSmithKline OTC (Private) Limited (GSK OTC) with and into Company.

Scope of Certificate

The Certificate is required by management which is to be submitted by them to Pakistan Stock Exchange Limited (PSX) as requested by PSX in their letter no. PSX/C-49-A-2652 dated June 6, 2018 and letter no. PSX/C-49-A-5645 dated December 18, 2018.

Management Responsibility

It is the management responsibility to prepare and present the enclosed statement of total paid up capital of the Company subsequent to merger as per the request of PSX in their letter no. PSX/C-49-A-2652 dated June 6, 2018 and letter no. PSX/C-49-A-5645 dated December 18, 2018.

Auditors' responsibility

Our responsibility is to issue a certificate in accordance with the Guidelines for Issue of Certificate for Special Purposes by Practicing Chartered Accountant Firms' issued by the Institute of Chartered Accountants of Pakistan. Our verification is limited to the procedures mentioned below:

- a) Recalculated the revised paid up share capital of the Company after issuance of 21,504,325 shares by the Company to GlaxoSmithKline Consumer Healthcare B.V. Netherlands and its nominees (shareholders of GSK OTC) as consideration of the merger, as shown in annexed statement prepared by management;
- b) Checked copy of share allotment register of Company provided by Company's share registrar which showed that the shares allotted by the Company to shareholders of GSK OTC on December 31, 2018 are 21,504,325 and the total shares issued of the Company after merger as at December 31, 2018 are 117,054,508; and
- c) Checked copy of return of allotment of shares (form 3) submitted electronically by the Company to the Companies Registration Office of the Securities and Exchange Commission of Pakistan on January 16, 2019. Form 3 showed 21,504,325 shares with a nominal value of Rs. 215,043,250 were allotted to shareholders of GSK OTC on December 31, 2018 after which the paid up share capital amounted to Rs. 1,170,545,080.

Certificate

Based on the procedures mentioned above, we, being statutory auditors of the Company, certify the total paid up capital of the Company after merger as stated in the annexed statement.

Restriction on use and distribution

This certificate is issued in relation to requirement of submission of this certificate to Pakistan Stock Exchange Limited and is not to be used or distributed for any other purpose. This certificate is restricted to the facts stated herein and the attachments.

Yours truly

Deloitte Yousuf Adil

Chartered Accountants

Encl.;



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**GLAXOSMITHKLINE CONSUMER HEALTHCARE PAKISTAN LIMITED
STATEMENT SHOWING TOTAL PAID UP CAPITAL AFTER MERGER
MERGER OF GLAXOSMITHKLINE OTC (PRIVATE) LIMITED (GSK OTC)
WITH AND INTO
GLAXOSMITHKLINE CONSUMER HEALTHCARE PAKISTAN LIMITED (GSK CH)
VIDE HIGH COURT OF SINDH ORDER DATED DECEMBER 12, 2018**

	Number of Securities	Nominal value of Securities
Total paid up capital of GSK OTC as at December 31, 2018	A <u>102,401,548</u>	<u>1,024,015,480</u>
Shares of GSK CH allotted to shareholders of GSK OTC as per the share swap Ratio of 2.1 shares to be allotted per 10 shares of GSK OTC, in accordance with scheme of merger approved by High Court of Sindh vide their order dated December 12, 2018	B=A *0.21 <u>21,504,325</u>	<u>215,043,250</u>
Total paid up capital of GSK CH before the allotment as at December 30, 2018	C <u>95,550,183</u>	<u>955,501,830</u>
Total paid up capital of the GSK CH as at December 31, 2018 after the allotment	D = B+C <u>117,054,508</u>	<u>1,170,545,080</u>


Talal Ahmed
Finance Director

