



GlaxoSmithKline Consumer
Healthcare Pakistan Limited
35 – Dockyard Road,
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Pakistan

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30 March 2021

Mr. Muhammad Ghufraan
Deputy General Manager – Operations
Pakistan Stock Exchange Limited
Stock Exchange Building
Karachi.

Subject: PRIOR PUBLICATION OF AGM NOTICE

Dear Sir;

This is with reference to regulation No. 5.6.9 (b) of the Rule Book of Pakistan Stock Exchange.

The 6th Annual General Meeting of our Company shall be held on Wednesday, 21 April 2021 at 13:30 through/ via WebEx video link from our head office located at 35 Dockyard Road, West Wharf, Karachi.

We are enclosing herewith copies (English and Urdu) of the notice for your reference prior to its publication in the newspapers.

Thank you.

For and on behalf of

GlaxoSmithKline Consumer Healthcare Pakistan Limited

Mashal Mohammad
Company Secretary

Enclosed: As above

NOTICE OF ANNUAL GENERAL MEETING 2020

Notice is hereby given to shareholders that the 6th Annual General Meeting ('AGM') of GlaxoSmithKline Consumer Healthcare Pakistan Limited ('Company') will be held on Wednesday, 21 April 2021 at 01:30 pm through/ via WEBEX video link to transact the following business:

ORDINARY BUSINESS

- To receive, consider and adopt the audited financial statements together with the Directors' and Auditors' Report thereon for the year ended 31 December 2020.
- To consider, approve and declare the dividend on the ordinary shares of the Company. The Directors have recommended a final cash dividend of 50% (Rs.5.00 per ordinary share of Rs. 10 each), for the year ended 31 December 2020.
- To appoint External Auditors of the Company for the ensuing year, and to fix their remuneration. The Board of Directors, on the recommendation of Audit Committee of the Company, has proposed re-appointment of M/s Yousuf Adil, Chartered Accountants as external auditors, for the year ending 31 December 2021.

SPECIAL BUSINESS

- To approve the donation to one or more charitable trust(s) / welfare association(s) or any other institution / organization engaged in the welfare of human beings, by passing the following ordinary resolution:
"RESOLVED THAT the donation of the net sale proceeds of 4,913 fractional shares held by Mr. Farhan Muhammad Haroon, trustee to the fraction (demerger) to one or more charitable trust(s) / Welfare Association(s) or any other institution / organization engaged in the welfare of human beings, name(s) of which will be approved by the CEO of the Company, be and is hereby approved."

ANY OTHER BUSINESS

- To transact any other business with the permission of the Chair.
A statement of material facts under Section 134(3) of the Companies Act, 2017 pertaining to the Special Business referred above is annexed to this Notice below.

Karachi
31 March 2021

By Order of the Board
MASHAL MOHAMMAD
Company Secretary

Notes:

- Pursuant to the SECP Circular No. 6 of 2021 dated 3 March 2021, the proceedings of the AGM shall be held virtually. In view of the surge of COVID-19 cases, travel restrictions in place for foreign directors and the safety of all esteemed shareholders, Directors and management, the 6th AGM is being held virtually. All shareholders / investors attending the AGM through WebEx are requested to post/send their respective questions/comments/suggestions along with their Name and Folio Number on the following link/QR Code OR email address according to their convenience. The Annual Report shall be circulated via email to those shareholders whose email addresses are present in the records/database of the Share Registrar. The Annual Report has also been uploaded at the Company's website and is readily accessible to all shareholders at www.pk-consumerhealthcare.gsk.com.

Please scan the QR code or access the link below to post any questions for the AGM as the telecon will automatically mute all microphones:

Join at:
vevox.app
ID: <https://vevox.app/m#/177154790>
177-154-790 Session ID: 177-154-790



Email Address: chc.shareinfo@gsk.com

Those shareholders who do not wish to attend the AGM in person may attend live proceedings of the AGM by logging on to the following link:

WebEx Link for meeting:

<https://gskmeeting.webex.com/gskmeeting/onstage/g.php?MTID=e893a69a334f0821cb4aecb4512a38e90>

Please note that those shareholders attending virtually will be able to view the Directors and hear the live proceedings of the AGM but will remain on mute so as to avoid any connectivity disruptions. The shareholders attending AGM through WebEx, may post/send their respective questions/comments/suggestions along with their name and folio number on the link/QR Code/email address, provided above in this Notice ahead of or during the AGM.

The Company continues to monitor the impact of COVID-19 and any relevant updates regarding the AGM will be announced on the Company's website (www.pk-consumerhealthcare.gsk.com) and through PUCARS.

- The share transfer books of the Company will be closed for determining the entitlement for the payment of final dividend from 45-April 2021 to 21 April 2021 (both days inclusive). Transfer requests received at the office of the share registrar of the Company at CDC Share Registrar Services Limited, CDC House, 99-B, Block - B, S.M.C.H.S., Main Shahrah-e-Faisal, Karachi ('Share Registrar') at the close of business on 14 April 2021 (Wednesday) will be treated in time for the purposes of entitlement to the transferees.

- A shareholder entitled to attend and vote at the AGM may appoint another shareholder as his/her proxy to attend, speak and vote at the AGM on his/her behalf. The instrument appointing proxy must be deposited duly signed and stamped at the Office of the Share Registrar of the Company at CDC Share Registrar Services Limited, CDC House, 99-B, Block — B, S.M.C.H.S., Main Shahrah-e-Faisal, Karachi not later than forty eight (48) hours before the time of the AGM. An attested copy of the shareholder's Computerized National Identity Card (CNIC) must be attached with the proxy form. Please refer to section 137 of the Companies Act, 2017 for further information. The proxy form is available on the Company's website (www.pk-consumerhealthcare.gsk.com).

- Shareholders are requested to notify the Company's Share Registrar if there is any change in their registered postal addresses.
- CDC Account Holders will further have to follow the below guidelines as specified by the Securities and Exchange Commission of Pakistan (SECP).

a) Attending the AGM

- In case of individuals, the account holder or sub-account holder and/or the person whose securities are in a group account, and their registration details are uploaded as per the applicable regulations, and 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) 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 CDC 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 AGM.
- In case of a 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 proxy form is available on the Company's website: www.pk-consumerhealthcare.gsk.com

- 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). Such shareholder(s) shall not be allowed to attend and/or sign the Register of Shareholders/Members at the AGM without such CNIC(s).

7. Submission of CNIC/NTN Copy - Electronic Dividend (MANDATORY):

- According to the Securities and Exchange Commission of Pakistan's (SECP) SRO 831(1)/2012 dated July 05, 2012 read with SRO 19(1) 2014 dated 10 January 2014 and other relevant rules, the electronic dividend should also bear the CNIC number of the registered shareholder or the authorized person, except in the case of minor(s) and Corporate Shareholders.
- Further, as per Regulation Nos. 4 and 6 of the Companies (Distribution of Dividend) Regulations, 2017, the Company shall be constrained to withhold the payment of dividend to the Shareholders, in case of non-availability of identification number (CNIC or National Tax Number) of the Shareholder or authorized person.
- Accordingly, those shareholders who have not yet submitted a copy of their valid CNIC or NTN certificate, are once again requested to immediately submit the same to the Company's Share Registrar at CDC Share Registrar Services Limited, CDC House, 99-B, Block-B, S.M.C.H.S., Main Shahra-e-Faisal, Karachi. Corporate entities are requested to provide their National Tax Number (NTN) and Folio Number along with the authorized representative's CNIC copy.

8. Payment of Cash Dividend Through Electronic Mode (Mandatory):

- In accordance with SECP Circular No. 18 of 2017 dated 1 August 2017 and instructions related to distribution of dividend indicated in Companies (Distribution of Dividend) Regulations, 2017 and Section 242 of Companies Act 2017, all listed companies are required to ensure that with effect from 1 November 2017, cash dividends shall be paid through electronic mode only. Therefore, shareholders are requested to provide the details of their bank mandate specifying: (i) title of account, (ii) account number, (iii) IBAN number (iv) bank name and (v) branch name, code & address and (vi) Mobile number to the Company's Share Registrar. Those Shareholders who hold shares with Participants / Central Depository Company of Pakistan (CDC) are advised to provide the same to their concerned participant/CDC.
- Please note that as per Section 243(3) of the Companies Act, 2017, the Company is entitled to withhold payment of dividend if the requisite information is not provided by the Shareholders.
- For the convenience of shareholders, the Company's e-Dividend Mandate Form is available on the Company's website i.e. www.pk-consumerhealthcare.gsk.com

9. Circulation of Annual Audited Accounts via CD/DVD/USB or Any Other Media:

- SECP through its SRO 470(1)/2016, dated 31 May 2016, has allowed companies to circulate the annual balance sheet, profit and loss account, Auditors' Report and Directors' Report etc. to its shareholders through CD/DVD/USB at their registered addresses. In view of the above, the Company has obtained shareholders' approval in its Extra-Ordinary General Meeting held on 20 November 2017 in this regard, the Company has sent its Annual Report 2018 to its shareholders in CD format.
- Pursuant to SRO 787(1)/2014 dated 8 September 2014, and under Section 223(6) of the Companies Act 2017, circulation of audited financial statements and notice of annual general meeting has been allowed in electronic format through email. Accordingly, the audited financial statements of the Company for the year ended December 31, 2020, are available on the Company's website www.pk-consumerhealthcare.gsk.com. Any Shareholder may view complete Annual Report on Company's website or requiring printed copy or electronic format through email of Annual Report may send a request using a Standard Request Form as annexed herewith and placed on Company's website as well: www.pk-consumerhealthcare.gsk.com. Shareholders can request a hard copy of the same, which shall be provided free of cost within seven (7) days from receipt of such request.

10. Deduction of Withholding Tax on Dividend:

- Shareholders whose names are not appearing in the Active Tax-payers List (ATL) are advised to immediately make necessary arrangement to make them active. Otherwise, tax on their cash dividend will be deducted as per law.
- Further, according to clarification received from Federal Board of Revenue (FBR), withholding tax will be determined separately on Active/Non-Active 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 No.	Total Shares	Principal Shareholder		Joint Shareholder	
		Name and CNIC No.	Shareholding Proportion (No. of Shares)	Name and CNIC No.	Shareholding Proportion (No. of Shares)

Notes:

- The required information must reach our Share Registrar by 14 April 2021. Otherwise, it will be assumed that the shares are equally held by the principal and joint holder(s) and tax will be deducted accordingly.
- Shareholders are therefore requested to ensure that their CNIC/Passport number has been recorded by the Participant/Investor Account Services or by the Company's Share Registrar (in case of physical shareholding).
- Those corporate shareholders having CDC accounts are requested to have their National Tax Number (NTN) updated with their respective participants. Corporate physical shareholders should send a copy of their NTN Certificate to the Company's Share Registrar. All shareholders must specify their company name and their respective folio numbers while sending NTN or NTN certificates, as the case may be.
- Withholding tax exemption from dividend income shall only be allowed if a copy of valid tax exemption certificate is made available to the Company's Share Registrar by 13 May 2020.

11. Postal Ballot/E-Voting:

Further to the Companies (Postal Ballot) Regulations, 2018, for the purpose of election of Directors and for any other agenda item subject to the requirements of Section 143 and 144 of the Companies Act, 2017, Shareholders holding in aggregate 10% or more shareholding as per law, will be allowed to exercise their right of vote through postal ballot i.e. by post or e-voting, in the manner and subject to conditions contained in the said Regulations.

12. Deposit of Physical Shares into CDC Account

As per Section 72 of the Companies Act, 2017, every existing listed company shall be required to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by the SECP, within a period not exceeding four (4) years from the commencement of the Act, i.e., 30 May 2017. Those shareholders having physical shareholding(s) are encouraged to open a CDC sub - account with any broker or Investor Account directly with CDC to place their physical shares into scrip less form. This is beneficial in many ways, including safe custody and sale of shares, any time they want, as the trading of physical shares is not permitted as per existing regulations of the Pakistan Stock Exchange.

13. Consent for Video Conference Facility:

- In accordance with Section 132(2) of the Companies Act, 2017, shareholders are entitled to avail video conference facility.
- If the Company receives consent from shareholders holding in aggregate 10% or more shareholding residing at a geographical location **other** than the city of the AGM, to participate in the AGM through video conference at least seven (7) days prior to the date of the AGM, the Company will arrange video conference facility in that city subject to availability of such facility in that city. In this regard, please fill the following form and submit the same to the registered address of the Company seven (7) days before holding of the AGM.
- The Company will intimate to shareholders regarding the venue of video conference facility at least five (5) days before the date of the AGM along with complete information necessary to enable them to access such facility.

I/We, _____ of _____ being a Shareholder of GlaxoSmithKline Consumer Healthcare Pakistan Limited, holder of _____ ordinary share(s) as per Registered Folio/CDC Account No _____ hereby opt for Video Conference Facility at _____.

Signature of Shareholder

14. Statutory Code of Conduct at AGM:

Section 215 of the Companies Act, 2017 and Regulation 28 of the Companies (General Provisions and Forms) Regulations, 2018, state the Code of Conduct of Shareholders, as follows: Shareholders are not permitted to exert influence or approach the management directly for decisions which may lead to creation of hurdles in the smooth functioning of management. The law states that Shareholders shall not bring material that may cause threat to participants or premises where the AGM is being held, confine themselves to the agenda items covered in the notice of the AGM and shall not conduct themselves in a manner to disclose any political affiliation. Additionally, the Company is not permitted to distribute gifts in any form to its shareholders in its meetings as per Section 185 of Companies Act, 2017.

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

This statement is annexed to the notice of the 6th Annual General Meeting of the Company to be held on 21 April 2021 at which the special business specified in agenda item no. 4 of this Notice, will be transacted. The purpose of this statement is to set out the material facts concerning such special business.

Item No. 4:

DONATION OF THE NET SALE PROCEEDS OF 4,913 FRACTIONAL SHARES HELD BY MR. FARHAN HAROON, TRUSTEE TO THE FRACTION (DEMERGER) TO ONE OR MORE CHARITABLE TRUST(S) / WELFARE ASSOCIATION(S) OR ANY OTHER INSTITUTION / ORGANIZATION ENGAGED IN THE WELFARE OF HUMAN BEINGS, NAME(S) OF WHICH WILL BE APPROVED BY THE CEO OF THE COMPANY, BE AND IS HEREBY APPROVED.

The global GSK and NVS transaction in 2015 resulted in the demerger of the consumer healthcare business of GSK Pakistan Limited ('GSK Pakistan') into GSK Consumer Healthcare Pakistan Limited ('GSK CH Pakistan'). The Scheme of Arrangement (which specified that in the event the allotment of shares resulted in fractional entitlement of shares in GSK CH Pakistan, GSK CH Pakistan would not issue fractional shares to such shareholders of GSK Pakistan), along with the valuation and swap ratio 3:10 shares calculated by Deloitte Yousaf Adil-Chartered Accountants, was approved by the Board of Directors on 25 August 2015.

Accordingly, Mr. Farhan Muhammad Haroon, the then CFO of the Company, held 4,913 fractional shares as trustee to the fraction (demerger) which have remained undisposed till date.

The shareholders of GSK Pakistan approved the Scheme of Arrangement at the Extra Ordinary General Meeting of GSK Pakistan held on 30 November 2015.

The Honorable High Court of Sindh sanctioned the Scheme of Arrangement filed for and on behalf of GSK Pakistan pertaining to the demerger of the consumer healthcare business of GSK Pakistan vide its order dated 29 February 2016. The demerger of GSK CH Pakistan from GSK Pakistan was effective on 1 April 2016.

In this connection, the Board of the Company in its meeting held on 5 March 2021 recommended that with the approval of the shareholders, the net sale proceeds of the 4,913 fractional shares be donated to one or more charitable trust(s) / welfare association(s) or any other institution / organization engaged in the welfare of human beings.

Therefore, approval of the Company's shareholders is sought for donating the net sale proceeds of 4,913 fractional shares held by Mr. Farhan Haroon, trustee to the fraction (demerger) to one or more charitable trust(s) / welfare association(s) or any other institution / organization engaged in the welfare of human beings, name(s) of which will be approved by the CEO of the company, be and is hereby approved.

The Directors of the Company, directly or indirectly, are not personally interested in this business except to the extent of their shareholding in the Company.

نوٹس برائے سالانہ اجلاس عام 2020
