



GlaxoSmithKline Consumer
Healthcare Pakistan Limited
35 – Dockyard Road,
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Pakistan

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25 February 2022

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

Subject: PRIOR PUBLICATION OF AGM NOTICE - GSKCH

Dear Sir,

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

The 7th Annual General Meeting of our Company will be held on Monday, 21 March 2022 at 2:00 p.m., virtually from our head office located at 35 Dockyard Road, West Wharf, Karachi.

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

Thank you.

For and on behalf of
GlaxoSmithKline Consumer Healthcare Pakistan Limited

Mashal Mohammad
Company Secretary



Enclosed: As above

Notice of Annual General Meeting 2021

Notice is hereby given to shareholders that the 7th Annual General Meeting (AGM) of GlaxoSmithKline Consumer Healthcare Pakistan Limited (the Company) will be held on Monday, 21 March 2022 at 2:00 pm virtually 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 2021.
- 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 the appointment of Yusuf Asif, Chartered Accountants as external auditors, for the year ending 31 December 2022.
- To elect seven (7) Directors, as fixed by the Board, in accordance with the provision of Section 159 of the Companies Act, 2017, for a term of three (3) years commencing immediately upon the conclusion of the 7th AGM of this Company. The names of the retiring directors of the Company, also eligible to offer themselves for re-election, are as follows:

1) Mr. M. Z. Khan Mohair	5) Mr. Farhan Muhammad Haroon
2) Syed Anwar Mahmood	6) Mr. Dilawar Mehmood
3) Ms. Aysha Asiz	7) Mr. Oussama Abbas
4) Mr. Erum Shakil Rahim	

ANY OTHER BUSINESS

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

By the Order of the Board



MASHAL MOHAMMAD
Company Secretary

Karachi

28 February 2022

Notes:

1. Virtual AGM and Attendance Protocol

- Pursuant to the SECP Circular No. 4 of 2021 dated 15 February 2021, Circular No. 6 of 2021 dated 3 March 2021, and the clarification issued by SECP bearing no. SMD/SEC/20/2011/117 dated 15 December 2021, the procedure of the AGM shall be held virtually. In view of the surge of COVID-19 cases (Omicron variant), travel restrictions in place for foreign directors and considering the safety and wellbeing of all esteemed shareholders, Directors and management due to COVID-19, the 7th AGM is being held virtually. 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.gsk-consumerhealthcarepk.com) and through PUCARS.
- Shareholders attending the AGM must register their intent beforehand and no later than three days of business on 19 March 2022. Shareholders are requested to email their respective name, folio number, CNIC no. and scanned copy of their CNIC (front and back) to Mr. Rawail Azeem at rawail.azeem@gsk.com, and following necessary verification, a link to access the AGM will be emailed to him/her.
- 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:

vevoec.app

ID:

158-949-830













































































































































































































































































































Notes:

- The required information must reach our Share Registrar by 13 April 2022. 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 April 2022.

9. 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.

10. 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 7 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 at any time, as the trading of physical shares is not permitted as per the existing regulations of the Pakistan Stock Exchange.

11. Change of Address and Zakat Status

Shareholders are requested to notify the Company's Share Registrar if there is any change in their registered postal address or email address. Shareholders with physical shareholding are requested to submit non-deduction of Zakat form, if applicable to them. Further, shareholders holding their shares through CDC are requested to update their participants.

12. Unclaimed Dividends

The Company has previously discharged its responsibility under Section 244 of the Companies Act, 2017 whereby the Company approached shareholders to claim their unclaimed dividends in accordance with the law. Those shareholders, whose dividends still remain unclaimed, are hereby once again requested to approach the Company to claim their outstanding dividend amounts and/or undivided share certificates.

13. 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 the Companies Act, 2017.

