



GlaxoSmithKline Pharmaceuticals Limited
GSK House, Dr. Annie Besant Road,
Worli, Mumbai - 400 030
Tel No: +91 22 2495 9595
Fax No: +91 22 2495 9494
Web: www.gsk-india.com
Email: askus@gsk.com

7th March 2026

To,

BSE LIMITED

Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400001

THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED

Exchange Plaza, 5th Floor, Plot No. C/1, G Block
Bandra-Kurla Complex, Bandra (East)
Mumbai - 400051

Dear Sirs,

Sub: Postal Ballot Notice -Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Please find enclosed herewith a copy of Postal Ballot Notice pursuant to Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, which is being sent to the Members of the Company seeking their approval for appointment & payment of remuneration to Mr. Ronojit Biswas as a Whole-time Director & Chief Financial Officer.

In compliance with the Circulars of the Ministry of Corporate Affairs, the said Notice is being sent electronically only to those Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited ('NSDL')/ Central Depository Services (India) Limited ('CDSL') and who have registered their e-mail addresses in respect of electronic holdings with NSDL/CDSL through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent (RTA) i.e. KFin Technologies Limited ("KFinTech") as on Friday, 27th February 2026 (cut-off date).

The e-voting shall commence on Monday, 9th March 2026 at 09.00 A.M.(IST) till Wednesday , 8th April 2026 at 5.00 P.M.(IST) (both days inclusive).

The copy of the said Notice is also available on the website of the Company at <https://india-pharma.gsk.com/en-in/investors/shareholder-information/postal-ballot/> and on the website of Kfintech <https://evoting.kfintech.com/>.

This is for your information and record.

Thanking you,

Yours faithfully,

For **GlaxoSmithKline Pharmaceuticals Limited**

Ajay Nadkarni
Vice President - Administration, Real Estate
& Company Secretary

CIN: L24239MH1924PLC001151



GlaxoSmithKline Pharmaceuticals Limited
Corporate Identity Number (CIN): L24239MH1924PLC001151
Regd. Office: GSK House, Dr. Annie Besant Road, Worli, Mumbai 400 030.
Telephone: 022-24959595 • Fax: 022-24959494
Email: in.investorquery@gsk.com • Website: <https://india-pharma.gsk.com/en-in/>

NOTICE OF POSTAL BALLOT

Dear Shareholder(s),

NOTICE is hereby given pursuant to Sections 108 and 110 of the Companies Act, 2013 (“**Act**”) and other applicable provisions, if any, of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), as amended from time to time, read with Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, and subsequent circulars issued by the Ministry of Corporate Affairs (“**MCA**”) the latest being September 22, 2025 (hereinafter collectively referred to as “**MCA Circulars**”), that the Resolutions appended below are proposed to be passed as Ordinary Resolutions by the Shareholders of GlaxoSmithKline Pharmaceuticals Limited (“**Company**”) through Postal Ballot only by voting through electronic means (“**remote e-voting**”).

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Shareholders whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depository, please follow the process provided in the Notes to receive this Postal Ballot Notice, login ID and password for remote e-voting. The communication of the assent or dissent of the Shareholders would only take place through the remote e-voting system.

An explanatory statement pursuant to Section 102 and Section 110 of the Act and other applicable provisions of the Act, pertaining to the said resolution setting out the material facts and reasons thereof, is appended to this Notice.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 (“**SEBI Listing Regulations**”) and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-Voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of KFin Technologies Limited for the purpose of providing remote e-voting facility to its members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company at: <https://india-pharma.gsk.com/>

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company through Resolution passed on 2nd March 2026 has appointed P.N. Parikh (FCS 327 and CP 1228) and failing him Jigyasa Ved (FCS 6488 and CP 6018), of Parikh & Associates, Practicing Company Secretaries, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

The remote e-voting period commences from 9.00 a.m. (IST) on Monday, 9th March 2026 and ends at 5.00 p.m. (IST) on Wednesday, 8th April 2026. The Scrutinizer shall, immediately after the conclusion of voting through remote e-voting, unblock the votes cast through remote e-voting and make, within the prescribed timelines of conclusion of the remote e-voting, a scrutinizer’s report of the total votes cast in favour and against, if any, and submit his report to the Chairperson of the Company, or any person authorized by her. The results of the Postal Ballot will be announced on or before 10th April 2026.

The said results along with the Scrutinizer’s Report would be intimated to BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed. Additionally, the results will also be uploaded on the Company’s website <https://india-pharma.gsk.com/en-in/investors/shareholder-information> and on the website of KFin Technologies Limited <https://evoting.kfintech.com/>. The results will also be displayed on the Notice Board of the Company at its Registered Office.

SPECIAL BUSINESS

Resolution 1

Appointment of Mr. Ronojit Biswas (DIN 07684843) as a Director

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

Resolved That Mr. Ronojit Biswas (DIN 07684843) who is appointed as an Additional Director of the Company by the Board of Directors with effect from 1st April 2026 in terms of Section 161 of the Companies Act, 2013 ("Act") read with related Rules (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force) and is eligible for appointment and has consented to act as a Director of the company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the company, be and is hereby appointed as a Director of the company, liable to retire by rotation.

Resolution 2

Appointment of Mr. Ronojit Biswas (DIN:07684843) as a Whole-time Director & Chief Financial Officer (CFO)

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

Resolved That based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Sections 196, 197, 203 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the appointment of and payment of remuneration to Mr. Ronojit Biswas (DIN:07684843) as a Whole-time Director & Chief Financial Officer of the Company for a period of 3 years from 1st April 2026 to 31st March 2029, on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors ("the Board") and as set out in the agreement to be entered into between the Company and Mr. Biswas, a draft whereof initialed by the Company Secretary for the purpose of identification is placed before the meeting, which Agreement be and is hereby specifically approved, with liberty to the Board to alter, vary and modify the terms and conditions of the said appointment and the Agreement in such manner as may be agreed to between the Board and Mr. Ronojit Biswas.

Resolved Further That the Board of Directors be and is hereby authorised to take such steps as expedient or desirable for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things that may be necessary, proper, expedient or incidental for giving effect to this Resolution.

By Order of the Board of Directors

Ajay Nadkarni
Vice President - Admin, Real Estate
& Company Secretary
Membership No. FCS 10460

Mumbai, 2nd March 2026

Registered office:

GSK House, Dr. Annie Besant Road

Worli, Mumbai 400 030

Email: in.investorquery@gsk.com

Website: <https://india-pharma.gsk.com/en-in/>

NOTES:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013 (“**Act**”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”) stating material facts and reasons for the proposed resolution is annexed hereto and forms an integral part of this Notice.
2. In compliance with the MCA Circulars this Postal Ballot Notice is being sent only through electronic mode to those Shareholders whose e-mail addresses are registered with the Company / Depositories. In case of any queries, Shareholders may write to in.investorquery@gsk.com. Shareholders may note that this Postal Ballot Notice will also be available on the Company’s website, <https://india-pharma.gsk.com/en-in/investors/shareholder-information/postal-ballot>, websites of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited, <https://www.bseindia.com> and National Stock Exchange of India Limited, <https://www.nseindia.com> and on the website of KFin Technologies Limited, <https://evoting.kfintech.com/>.
3. The documents referred to in the Notice and the Explanatory Statement are available for inspection by the Members. Members are requested to send an email to in.investorquery@gsk.com by mentioning “Request for Inspection” in the subject of the email.
4. The Resolution, if passed by requisite majority, will be deemed to have been passed on the last date of remote e-voting i.e., Wednesday, 8th April 2026.
5. **The instructions for remote e-voting are as under:**
 - i. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Rules, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and MCA Circulars, the Company has provided the facility of remote e-voting to all Shareholders, to enable them to cast their votes electronically. The Company has engaged the services of KFin Technologies Limited (“**KFintech**”) to provide remote e-voting facility to its Shareholders.
 - ii. Voting rights of the Shareholders shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Friday, 27th February 2026 (“**Cut-off date**”). Only those Shareholders whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a shareholder as on the Cut-off date should treat this Postal Ballot Notice for information purposes only. The remote e-voting period commences from 9.00 a.m. (IST) on Monday 9th March 2026 and ends at 5.00 p.m. (IST) on Wednesday, 8th April 2026. The e-voting module shall be disabled by KFintech thereafter. Once the vote on the resolution is cast by the Shareholders, he/she shall not be allowed to change it subsequently.
 - iii. The Board of Directors of the Company has appointed P.N. Parikh (FCS 327 and CP 1228) and failing him Jigyasa Ved (FCS 6488 and CP 6018), of Parikh & Associates Practicing Company Secretaries, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020 on e-voting facility provided by listed companies, individual shareholders holding securities in electronic mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and e-mail ID correctly in their demat account in order to access e-voting facility.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING ARE AS UNDER.:

- I. In case of Individual Shareholders holding securities in demat mode as on the cut-off date may follow steps mentioned below under “Login method for remote e-voting” (Step 1).
- II. In case of Individual Shareholders holding securities in physical mode as of the cut-off date may follow steps mentioned below under “Login method for remote e-voting” (Step 2).
- III. The details of the process and manner for remote e-voting are explained below:

Step 1: Access to Depositories e-voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access to KFIN Tech e-voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Details on Step 1 are mentioned below:

[Login method for remote e-voting for Individual shareholders holding securities in demat mode:](#)

Type of shareholders	Login Method
<p><u>Individual Shareholders holding securities in demat mode with NSDL</u></p>	<p>1. User already registered for IDeAS facility:</p> <ul style="list-style-type: none"> ▪ Visit URL: https://eservices.nSDL.com ▪ Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. ▪ On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-voting”. ▪ Click on company name or e-voting service provider and you will be re-directed to e-voting service provider website for casting the vote during the remote e-voting period. <p>2. User not registered for IDeAS e-Services</p> <ul style="list-style-type: none"> ▪ To register click on link: https://eservices.nSDL.com ▪ Select “Register Online for IDeAS” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp ▪ Proceed with completion of required fields. ▪ Follow steps given in point 1. <p>3. Alternatively by directly accessing the e-voting website of NSDL</p> <ul style="list-style-type: none"> ▪ Open URL: https://www.evoting.nSDL.com/ ▪ Click on the icon “Login” which is available under ‘Shareholder/Member’ section. ▪ A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. ▪ Post successful authentication, you will be requested to select the name of the company and the e-voting Service Provider name, i.e., KFintech. ▪ On successful selection, you will be redirected to KFintech e-voting page for casting your vote during the remote e-voting period.
<p><u>Individual Shareholders holding securities in demat mode with CDSL</u></p>	<p>1. Existing user who have opted for Easi / Easiest</p> <ul style="list-style-type: none"> ▪ Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or URL: www.cdslindia.com ▪ Click on New System Myeasi ▪ Login with your registered user id and password. ▪ The user will see the e-voting Menu. The Menu will have links of ESP i.e., KFintech e-voting portal. ▪ Click on e-voting service provider name to cast your vote.

	<p>2. User not registered for Easi/Easiest</p> <ul style="list-style-type: none"> ▪ Option to register is available at https://web.cdslindia.com/myeasitoken/Home/Login ▪ Proceed with completing the required fields. ▪ Follow the steps given in point 1. <p>3. Alternatively, by directly accessing the e-voting website of CDSL</p> <ul style="list-style-type: none"> ▪ Visit URL: www.cdslindia.com ▪ Provide your demat Account Number and PAN No. ▪ System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. ▪ After successful authentication, user will be provided links for the respective ESP, i.e. KFIN Technologies where the e-Voting is in progress.
<p>Individual Shareholder login through their demat accounts / Website of Depository Participant</p>	<ul style="list-style-type: none"> ▪ You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-voting facility. ▪ Once logged-in, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-voting feature. ▪ Click on options available against company name or e-voting service provider – KFintech and you will be redirected to e-voting website of KFintech for casting your vote during the remote e-voting period without any further authentication.

Important note: Shareholders who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL:

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43 , 022-62343333, Toll Free : 1800-21-09911

Details on Step 2 are mentioned below:

Login method for e-voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:

- a. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- b. Enter the login credentials, i.e., user id and password mentioned below in this communication. Your Folio No / DP ID / Client ID will be your user ID.
- c. After entering the details appropriately, click on LOGIN.
- d. You will reach the password change menu, wherein you are required to change your password mandatorily. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, e-mail etc. on the first login. You may also enter the secret question and answer of your choice to retrieve your password if you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- e. You need to login again with the new credentials.

- f. On successful login, the system will prompt you to select the EVENT, i.e., GlaxoSmithKline Pharmaceuticals Limited “Postal Ballot” and click on “Submit”.
- g. On the voting page, enter the number of shares as on the cut-off date, 27th February 2026, under FOR / AGAINST; alternatively, you may enter partially any number in FOR and partially in AGAINST, but the total number in FOR /AGAINST taken together should not exceed the total shareholding.
- h. Shareholders holding multiple folios / demat account shall undertake the voting process separately for each folio / demat account.
- i. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm; else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the resolution.
- j. Corporate/Institutional Shareholders (Corporate/FIs/FILs/Trust/Mutual Funds/Banks etc.,) are required to e-mail scan (PDF format) of the relevant Board Resolution to the Scrutinizer at in.investorquery@gsk.com with a copy marked to evoting@kfintech.com. The scanned image of the abovementioned documents should be in the naming format “GlaxoSmithKline Pharmaceuticals Limited - Postal Ballot”.
- k. Once the shareholder casts a vote on the resolution, he shall not be allowed to change it subsequently.
- l. The Portal will be open for e-voting from 9.00 a.m. (IST) on Monday, 9th March 2026 and ends at 5.00 p.m. (IST) on Wednesday, 8th April 2026.
- m. In case of any queries, you may contact KFin Technologies Limited at Tel No. 1800 309 4001 (toll-free).
- n. The voting rights of the Shareholders shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e., Friday, 27th February 2026.
- o. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential. Neither the Company nor the Scrutinizer will be responsible for any consequences of you having shared or disclosed the password (whether original or changed) with or to any person, including your inability to access the e-voting platform thereafter or even cast your vote.

Other instructions:

- i. It is clarified that for permanent registration of e-mail address, the Shareholders are however requested to register their e-mail address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, KFin Technologies Limited, Selenium Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Hyderabad - 500 032, by following due procedure.
- ii. Those Shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their Depository Participants / the Company’s Registrar and Share Transfer Agent, KFin Technologies Limited to enable servicing of notices/ documents/ Annual Reports electronically to their e-mail address.
- iii. In case of any query/ grievance pertaining to E-voting, please visit Help & FAQ section of <https://evoting.kfintech.com/> or contact Mr. Anandan K, Senior Manager at KFin Technologies Limited, Unit: GlaxoSmithKline Pharmaceuticals Limited, Selenium Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Hyderabad-500032, e-mail: inward.ris@kfintech.com, Contact No.: 040-67162222 & Toll-free No. 1800 309 4001.
- iv. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
- v. The Scrutinizer shall within a period of two working days from the conclusion of the e-voting period unblock the votes and make the scrutinizer’s report of the votes cast in favour or against, if any, forthwith and submit the same to the Chairperson, or any other person authorised by her.
- vi. The results shall be declared at the registered office of the company and along with the Scrutinizer’s Report(s) will be placed on the website of the Company <https://india-pharma.gsk.com/en-in/>.

EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies Act, 2013 (“Act”)

Resolution 1 & 2

Mr. Ronojit Biswas, aged 51, is a seasoned finance leader with over 25 years of experience with GSK across international markets, including leadership roles in India, Vietnam, Singapore, Brazil, and the UK. He brings expertise in listed-entity finance leadership, investor engagement, and in driving profitable growth and transformation in complex environments. He started his career with GSK in India as a Management Trainee in 1999 and has held several senior global and regional leadership roles with the Company. Prior to this appointment, he has most recently served as Senior Finance Director – Global Product Strategy, based in Singapore. Ronojit has previously served as CFO for GSK’s Brazil and its Vietnam Businesses. He was also Regional Controller for GSK’s International region, where he led financial reporting and performance management with responsibility for internal controls.

Ronojit has completed a Post Graduate Program in Management (Finance) from the Management Development Institute, Gurgaon, and a Bachelor’s degree in Commerce (Hons.) from St. Xavier’s College, Kolkata.

Based on the recommendation of the Nomination and Remuneration Committee & Audit Committee, Mr. Ronojit Biswas was appointed as an Additional Director and Whole-time Director & Chief Financial Officer of the Company by the Board of Directors at its meeting held on 2nd March 2026 with effect from 1st April 2026, subject to approval of the Members. The Company has received a notice under Section 160 of the Companies Act, 2013, from a member proposing the candidature of Mr. Ronojit Biswas for the office of Director of the Company.

The terms of his appointment and the remuneration payable to him as contained in the draft of the Agreement to be entered into with Mr. Biswas are given hereunder:

1. Period: 1st April 2026 to 31st March 2029
2. Nature of Duties: As a Whole-time Director, Mr. Biswas shall devote the whole of his time and attention to the business and affairs of the Company and shall perform and discharge all such duties and responsibilities as may from time to time be assigned and entrusted to him by the Managing Director. He shall be accorded and shall possess and exercise all such powers as may be required by and be granted to him for the proper performance, discharge and execution of his duties and responsibilities. He shall always be subject to superintendence, control and direction of and shall be responsible and accountable directly to the Managing Director and shall in all respects comply with all his lawful directions.
3. Remuneration:
 - (i) Basic Salary not exceeding Rs.16,00,000 per month to be fixed by the Board of Directors from time to time.
 - (ii) Performance Bonus will be allowed in addition to salary according to the Scheme framed by the Company. The amount payable for each financial year or part thereof will be decided by the Board or the Committee thereof from time to time in its absolute discretion but shall not exceed an amount equal to 100% of the basic salary and fixed allowance for the relevant period. Performance Bonus will not be included as part of Salary for the purpose of making contributions to the Provident and Pension Funds.
 - (iii) Long-term Incentive Plan (Share Value Plan), Share Option Plan and Performance Shares Plan benefits as per schemes applicable to the senior managers of the GlaxoSmithKline Group companies. The amount payable for each financial year or part thereof will be approved by the Board or a Committee thereof.

(iv) He will receive a sign-on bonus of Rs 20 lakhs, payable upon joining. This bonus shall not be considered salary for the purpose of making contributions to the provident funds and pension schemes. If he leaves the Company within one year of joining the bonus would be recoverable in full.

(v) Perquisites:

(A) In addition to payments under (i), (ii) (iii) & (iv) above, the said Employee will be entitled to perquisites and allowances including provision of rent-free furnished residential accommodation or house rent allowance up to 50% of salary per month in lieu thereof, medical reimbursement and hospitalization insurance for the Said Employee and his family, Leave Travel Allowance as per the Company's Rules, Personal Accident Insurance cover, and any other general or specific allowance and /or perquisite in accordance with the rules of the Company or as may be agreed to by the Board of Directors and the Said Employee.

For the above purposes

(a) the expenditure incurred by the Company on gas, electricity, water and furnishings will be valued as per the Income-tax Rules, 1962 and

(b) "family" means the spouse and dependent children of the Said Employee.

The amount of the aforesaid perquisites and allowances will be restricted to an amount equal to two times of the annual salary of the Said Employee.

(B) The Whole-time Director shall be a member of the Company's Provident Fund and the rules, regulations and byelaws of this Fund, for the time being in force, and the same shall apply to him. He will be a member of the Glaxo India Limited Pension Fund Scheme and shall be entitled to the benefits provided under the said Scheme and the rules, regulations and byelaws of that Scheme, for the time being in force, and the same shall apply to him. Provided that the Company's contribution to the Provident Fund and the Pension Fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income-tax Act.

The Whole-time Director shall be entitled to gratuity which shall be paid as per the Company's rules and will not be included in the computation of the ceiling on perquisites.

The Whole-time Director shall be entitled to Annual Leave of thirty-two calendar days on completion of every year of service. Encashment of leave at the end of the tenure will be permitted in accordance with the rules of the company and will not be included in the computation of the ceiling.

(C) (i) The Company shall provide and make available to the Whole-time Director, a car of such make, as may from time to time be determined by the Company, and a driver, and shall bear and pay all garage rent, repairs, maintenance, running and other costs and charges whatsoever, in connection with the use of such car aforesaid by the Whole-time Director. Provision of a car for use on Company's business and telecommunication facilities at residence will not be considered as perquisites.

(ii) The Company shall provide the Whole-time Director with telecommunication facilities at his residence.

Where in any financial year, during the currency of the tenure of the Whole-time Director, the Company has no profits or its profits are inadequate, the remuneration payable to the Whole-time Director will be in accordance with the provisions of Section II of Part II of Schedule V to the Companies Act 2013, as may be amended from time to time.

4. Other Terms:

- (i) Mr. Biswas shall not become interested or otherwise concerned directly or through his wife and/or minor children in any selling agency of the company without the prior approval of the Central Government.
- (ii) He shall be entitled to reimbursement of all actual expenses including on entertainment and travelling incurred during the company's business.
- (iii) His appointment may be terminated by the company or by him by giving not less than three months' prior notice in writing in the case of the Whole-time Director.
- (iv) The Agreement also sets out the mutual rights and obligations of the Company and Mr. Biswas.

Mr. Biswas does not have any relationship with any other Directors or Key Managerial Personnel or Manager of the company. He has given a declaration that he is not disqualified or debarred by SEBI or any other statutory authority from being appointed or continuing as Director. Mr. Biswas was not a Director or nor as drawn any remuneration from any listed entity in India for past three years.

None of the Directors, Key Managerial Personnel of the Company or their relatives, other than Mr. Biswas are, in any way, concerned or interested in the Ordinary Resolutions set out at Item No. 1 & 2 of the Notice.

In compliance with the applicable provisions of the Companies Act, 2013, Ordinary Resolutions as set out at Item no 1 & 2 of the accompanying Notice are now being placed before the members for their approval.

The Board of Directors recommend the Ordinary Resolutions set out at Item No. 1 & 2 of the Notice for approval by the Members.

The details required as per Secretarial Standards are provided in the explanatory statement.

By Order of the Board of Directors

Ajay Nadkarni
Vice President - Admin, Real Estate
& Company Secretary
Membership No. FCS 10460

Mumbai, 2nd March 2026

Registered office:

GSK House

GSK House, Dr. Annie Besant Road

Worli, Mumbai 400 030

Email: in.investorquery@gsk.com

Website: <https://india-pharma.gsk.com/en-in/>