



**GLAXOSMITHKLINE  
CONSUMER HEALTHCARE LIMITED**

Registered Office: Patiala Road, Nabha-147 201 (Punjab)

CIN: L24231PB1958PLC002257

Tel No.: 01765-306400; Fax No.: 01765-220642; Email id: investor.2.co@gsk.com, Website: www.gsk-ch.in

## NOTICE OF THE ANNUAL GENERAL MEETING

**NOTICE** IS HEREBY GIVEN THAT THE FIFTY SEVENTH ANNUAL GENERAL MEETING of GlaxoSmithKline Consumer Healthcare Limited will be held at the Punjab Public School Auditorium, The Punjab Public School (Senior Wing), Nabha – 147 201 (Punjab) on Friday, August 5, 2016 at 9.00 a.m. to transact the following business:-

### ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2016 including Audited Balance Sheet as at March 31, 2016 and the Statement of Profit and Loss for the year ended March 31, 2016 together with the Reports of the Directors and Auditors.
2. To consider and approve the declaration of Dividend for the year ended March 31, 2016 of Rs. 70 per equity share, as recommended by the Board of Directors.
3. To appoint Statutory Auditors and to authorise the Board of Directors to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT M/s. Price Waterhouse, Chartered Accountants (Firm Registration No. 301112E), the retiring Auditors of the Company, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office until the conclusion of the 58<sup>th</sup> Annual General Meeting on such remuneration, terms and conditions as may be fixed by the Board of Directors of the Company.”

### SPECIAL BUSINESS:

4. To appoint Directors in accordance with the provisions of Section 163 of the Companies Act, 2013 and Article 97 of the Articles of Association of the Company.

**NOTE:** Notices under Section 160 of the Companies Act, 2013 have been received from Mr. Kunal Kashyap, Mr. P. Dwarakanath, Mr. Naresh Dayal, Mr. Mukesh H. Butani, Ms. Sangeeta Talwar, Mr. Jaiboy John Phillips and Mr. Vivek Anand, proposing their own candidature for the appointment as Directors of the Company.

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT subject to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, the consent of the Company, be and is hereby accorded for the appointment of Mr. Vivek Anand (holding DIN: 06891864) as a Whole-time Director of the Company, designated as “Director-Finance and Chief Financial Officer” for a period of three years with effect from August 5, 2016 up to the Annual General Meeting to be held in 2019, on remuneration including perquisites and other terms and conditions of the appointment, not exceeding the limits as enumerated below:

#### a) Salary

Basic salary: Shall not exceed Rs. 1.4 crore per annum and Allowances shall not exceed Rs. 1.3 crore per annum. In addition to basic salary and allowances, bonus will be paid in accordance with the Company's Rules.

#### b) Perquisites

In addition to Salary as above, the expenses incurred by the Company on perquisites shall be restricted to the following:

- I. Housing Loan Interest Subsidy: Mr. Vivek Anand shall be entitled to housing loan interest subsidy scheme as per Company's Rules.
- II. Superannuation: Company has a contribution of 15% of basic salary for superannuation membership. He may opt for Superannuation allowance in lieu of membership.
- III. Medical Reimbursement: Expenses incurred for Mr. Vivek Anand and his dependent family members as per Company's Rules.

- IV. Corporate Club Membership: Club Membership of maximum one club. Membership of Corporate/Health club and Professional Bodies as per Company's Rules.
- V. Personal Accident and Life Insurance coverage will be provided in accordance with Company's Rules.
- VI. Company maintained car including fuel expenses.
- VII. Reimbursement of telephone expenses for business purposes in accordance with the Company's Rules.
- VIII. Leave as applicable in accordance with the Company's Rules.
- IX. Mr. Vivek Anand is also entitled to Share Value Plan of the Company or that of GSK plc as per Company's Rules."

## **MINIMUM REMUNERATION**

"RESOLVED FURTHER THAT notwithstanding anything hereinabove stated, where in any financial year, during the tenure of Mr. Vivek Anand as Whole-time Director & Chief Financial Officer, the Company has no profits or its profits are inadequate, it may pay him remuneration by way of salary, perquisites and any other allowances not exceeding the maximum limits as prescribed under Section II of Part II and Part III of Schedule V to the Companies Act, 2013 or within such ceilings as may be prescribed under Schedule V from time to time or the Companies Act, 2013 and as may be amended from time to time."

## **OTHER TERMS**

"RESOLVED FURTHER THAT Mr. Vivek Anand shall also be eligible to the following which shall not be included in the computation of the ceiling on remuneration hereinabove stated:

- i. Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- ii. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service i.e. a maximum of Rs. 10 Lacs or such other sum as may be prescribed in the Payment of Gratuity Act, 1972 from time to time."

"RESOLVED FURTHER THAT all the salary, allowances and perquisites payable to Mr. Vivek Anand shall be subject to Income Tax Act and Rules as applicable from time to time."

"RESOLVED FURTHER THAT the appointment of Mr. Vivek Anand as Whole-time Director of the Company and Chief Financial Officer can be terminated by either side by giving to the other three months notice in writing or basic salary in lieu thereof."

"RESOLVED FURTHER THAT the Board of Directors has the liberty to fix, alter and vary such terms of appointment and remuneration so as to not exceed the limits specified."

"RESOLVED FURTHER THAT Mr. Manoj Kumar, Managing Director, Mr. Jaiboy John Phillips, Director-Operations and the Company Secretary, be and are hereby severally authorized to do and perform all necessary acts, deeds and things including incidental matters in connection with the above including execution, signing and filing of any forms, returns and documents with the concerned authorities."

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT subject to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, the consent of the Company, be and is hereby accorded for the appointment of Mr. Jaiboy John Phillips (holding DIN: 01417171) as a Whole-time Director of the Company, designated as "Director-Operations" for a period of three years with effect from August 5, 2016 up to the Annual General Meeting to be held in 2019, on remuneration including perquisites and other terms and conditions of the appointment, not exceeding the limits as enumerated below:

### **a) Salary**

Basic salary and allowances shall not exceed Rs.16 Lacs per month. In addition to basic salary and allowances, bonus will be paid in accordance with the Company's Rules.

### **b) Perquisites**

In addition to the Basic salary, allowances and Bonus as above, the expenses incurred by the Company on perquisites shall be restricted to the following:

- I. Housing Loan Interest Subsidy: Mr. Jaiboy John Phillips shall also be entitled to housing loan interest subsidy scheme as per Company's Rules.
- II. Medical Reimbursement: Expenses incurred for Mr. Jaiboy John Phillips and his dependent family as per Company's Rules. He shall also be entitled to post retirement medical benefits to cover him and his spouse.
- III. Corporate Club Membership: Club Membership of maximum two clubs. Membership of Corporate / Health club and Professional Bodies as per Company's Rules.
- IV. Personal Accident and Life Insurance coverage will be provided in accordance with Company's Rules.
- V. Company maintained car including fuel expenses.

- VI. Reimbursement of telephone expenses for business purposes in accordance with the Company's Rules.
- VII. Leave as applicable in accordance with the Company's Rules.
- VIII. Mr. Jaiboy John Phillips is also entitled to Share Value Plan & Performance Share Plan of the Company or that of GSK plc as per Company's Rules."

## MINIMUM REMUNERATION

"RESOLVED FURTHER THAT notwithstanding anything hereinabove stated, where in any financial year, during the tenure of Mr. Jaiboy John Phillips as Whole-time Director, the Company has no profits or its profits are inadequate, it may pay him remuneration by way of salary, perquisites and any other allowances not exceeding the maximum limits as prescribed under Section II of Part II and Part III of Schedule V to the Companies Act, 2013 or within such ceilings as may be prescribed under Schedule V from time to time or the Companies Act, 2013 and as may be amended from time to time."

## OTHER TERMS

"RESOLVED FURTHER THAT Mr. Jaiboy John Phillips shall also be eligible to the following which shall not be included in the computation of the ceiling on remuneration hereinabove stated:

- i. Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- ii. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service i.e. a maximum of Rs. 10 Lacs or such other sum as may be prescribed in the Payment of Gratuity Act, 1972 from time to time.
- iii. Any other retirement/post retirement benefits in accordance with the Company's Rules."

"RESOLVED FURTHER THAT all the salary, allowances and perquisites payable to Mr. Jaiboy John Phillips shall be subject to Income Tax Act and Rules as applicable from time to time."

"RESOLVED FURTHER THAT the appointment of Mr. Jaiboy John Phillips as Whole-time Director of the Company can be terminated by either side by giving to the other three months notice in writing or basic salary in lieu thereof."

"RESOLVED FURTHER THAT the Board of Directors has the liberty to fix, alter and vary such terms of appointment and remuneration so as to not exceed the limits specified."

"RESOLVED FURTHER THAT Mr. Vivek Anand, Director Finance and CFO, Mr. Manoj Kumar, Managing Director and the Company Secretary, be and are hereby severally authorized to do and perform all necessary acts, deeds and things including incidental matters in connection with the above including execution, signing and filing of any forms, returns and documents with the concerned authorities."

By order of the Board

Place : Gurgaon

Date : May 17, 2016

Vivek Anand

Director-Finance and CFO

## NOTES:

- 1. The Register of Members and the Share Transfer Register of the Company will remain closed from Thursday, July 28, 2016 to Friday, August 5, 2016, both days inclusive.
- 2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.
- 3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXIES TO ATTEND AND ON A POLL ONLY TO VOTE INSTEAD OF HIMSELF/HERSELF. PROXY NEED NOT BE A MEMBER OF THE COMPANY.**  
A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument of Proxy (enclosed), in order to be effective, must be received at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. Proxies submitted by an authorized representative of companies, societies etc., must be supported by an appropriate resolution/ authority, as applicable.
- 4. Dividend on equity shares, as recommended by the Board for the year ended March 31, 2016, if declared at the meeting, will be paid to all those Members whose names appear in the Company's Register of Members and to those persons whose names appear as beneficial owners (as per the details to be furnished by the Depositories in respect of the shares held in dematerialised

form) as at the close of business hours on July 27, 2016. Dividend of Rs. 70 per share has been recommended by the Board of Directors for the year ended March 31, 2016 and subject to the approval of the Members at the ensuing Annual General Meeting, is proposed to be paid on or before September 4, 2016.

5. In due compliance with the provisions of Section 124 of Companies Act, 2013 the amount of unclaimed dividend for the period up to October 23, 2008 (interim dividend for the year ended December 31, 2008) amounting to Rs. 15,71,960/- (Rupees Fifteen Lacs Seventy One Thousand and Nine Hundred Sixty only) has been transferred to the Investor Education and Protection Fund of the Central Government.
6. Members who wish to claim Dividends, which remain unclaimed, are advised to send their requests to Karvy Computershare Pvt. Ltd., Karvy Selenium Tower B, Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 008. Members are requested to note that the dividends not encashed or claimed within seven years will be transferred to the Investor Education and Protection Fund of Government of India in due compliance with the provisions of Section 124 of the Companies Act, 2013. Accordingly, members are advised to send all unencashed dividend warrants pertaining to these years for revalidation and encash them before the due dates.
7. The Ministry of Corporate Affairs (MCA) on May 10, 2012 notified the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 (IEPF Rules), which is applicable to the Company. The objective of the IEPF Rules is to help the Members ascertain status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof, by post, etc. In terms of the said IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends in respect of the Financial Years from 2008, as on the date of the 56th Annual General Meeting (AGM) held on August 6, 2015 and a detailed dividend history and due dates for transfer to IEPF on the website of the IEPF viz. [www.iepf.gov.in](http://www.iepf.gov.in) and under “Investors Section” on the website of the Company viz. [www.gsk-ch.in](http://www.gsk-ch.in).
8. Members holding shares in physical form are advised to submit particulars of their bank account viz. name and address of the branch of the bank, MICR/IFSC code of the branch, type of account, account no. and any changes therein, latest by July 26, 2016, to Karvy Computershare Pvt. Ltd.
9. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant (DP) of the Members.
10. All requests for transfer, change of address, dividend mandate, etc. may please be sent to Karvy Computershare Pvt. Ltd. at the address mentioned above. The Members holding shares in the dematerialised mode are requested to intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, change in name, etc. to their Depository Participant. These changes will be automatically reflected in Karvy's/Company's records. Members are also advised not to leave their demat account(s) dormant for a long period of time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
11. In an effort to improve the service level to our Members, Karvy Computershare Pvt. Ltd. has launched an ONLINE SERVICE through its website, <https://karisma.karvy.com>, for redressal of Member's queries. Members can visit the said website and click on “Investors” option to register themselves. Once registered, Member can submit the Members query in the “Queries” option provided on the website which would give the grievance registration number. For accessing the status/response to the said query, Members can use the same number at the option “View Reply” after 24 hours. Members can put additional queries till they get a satisfactory response from Karvy.
12. **To enable the Company to send various communications electronically, Members are requested to register their e-mail ID(s) with Karvy Computershare Pvt. Ltd. or at [investor.2.co@gsk.com](mailto:investor.2.co@gsk.com) or [einward.ris@karvy.com](mailto:einward.ris@karvy.com) by clearly mentioning their Name and Folio No. For shares held in dematerialized form, the Members are requested to get e-mail ID(s) registered with their respective Depository Participants.**
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
14. SEBI has also mandated that for registration of transfer securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities.
15. Members may also note that the Notice of the 57th Annual General Meeting and the Annual Report for the year ended March 31, 2016 will also be available on the Company's website [www.gsk-ch.in](http://www.gsk-ch.in), from where they can be downloaded.

16. Electronic copy of the Annual Report for the year ended March 31, 2016 including the Notice of the 57th Annual General Meeting of the Company inter alia indicating the process and manner of remote e-voting along with Attendance Slip, Proxy Form and Route Map is being sent to all the members whose e-mail ID(s) are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the above mentioned documents is being sent in the permitted mode.

17. Details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment.

#### 18. Voting through electronic means

Electronic and physical copy of the Notice of the 57th Annual General Meeting of the Company inter alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent to all the members.

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting (SS 2) as issued by the Institute of Company Secretaries of India, the Company is pleased to provide members, facility to exercise their right to vote at the 57th Annual General Meeting by electronic means and the business may be transacted through e-voting services. The facility of casting votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their votes by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The instructions for remote e-voting are as under:
  - A. In case a Member receives an e-mail from NSDL (for members whose e-mail ID(s) are registered with the Company/Depository Participant(s)):
    - (i) Open e-mail and open PDF file viz; "GlaxoSmithKline Consumer Healthcare remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your User ID and password/PIN for remote e-voting. Please note that the password is just an initial password.
    - (ii) Launch internet browser by typing the following URL: <http://www.evoting.nsdl.com/>
    - (iii) Click on Shareholder – Login.
    - (iv) Put User ID and password as initial password/PIN noted in step (i) above. Click Login.
    - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
    - (vi) Home page of remote e-voting opens. Click on e-voting: Active Voting Cycles.
    - (vii) Select "REVEN" of GlaxoSmithKline Consumer Healthcare Limited. This year two REVEN of GlaxoSmithKline Consumer Healthcare Limited will appear. One REVEN for resolution number 1, 2, 3, 5 & 6 and other REVEN for resolution number 4. Members can cast their vote online from August 2, 2016 (9:00 a.m.) till August 4, 2016 (5:00 p.m.) for both the REVEN.  
**Note: e-voting shall not be allowed beyond said time.**
    - (viii) Now you are ready for remote e-voting as "Cast Vote" page opens.
    - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
    - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
    - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
    - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter, etc. together with attested specimen signature of the duly authorized signatory(ies), who are authorized to vote, to the Scrutinizer through e-mail to [schughpcs@gmail.com](mailto:schughpcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

B. In case a Member receives physical copy of the Notice of the Annual General Meeting (for members whose e-mail ID(s) are not registered with the Company/Depository Participant(s) or requesting physical copy):

(i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

REVEN (Remote E-Voting Event Number)	USER ID	PASSWORD/PIN
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(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- V. In case of any queries, you may prefer the Frequently Asked Questions (FAQs) for members and remote e-voting user manual for members available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- VI. If you are already registered with NSDL for remote e-voting then you can use your existing User ID and password/PIN for casting your vote.
- VII. You can also update your mobile no. and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
- VIII. The remote e-voting period commences on August 2, 2016 (9:00 a.m.) and ends on August 4, 2016 (5:00 p.m.). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of July 28, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on resolution is cast by the member, the member shall not be allowed to change it subsequently.
- IX. Where a person who is not a member as on cut-off date should treat this notice for informational purposes only.
- X. Any person who acquires shares of the Company and becomes member of the Company after dispatch of the Notice of the AGM and holding shares as of the cut-off date i.e. July 28, 2016, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- XI. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of July 28, 2016.
- XII. Any person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mr. Sanjay Chugh, Company Secretary in Practice (Membership No.: FCS 3754/CP No.: 3073) has been appointed as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of the discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses, not in the employment of the Company and shall make, not exceeding three (3) working days from the conclusion of the AGM, a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results shall be declared on or after the Annual General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.gsk-ch.in](http://www.gsk-ch.in) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The result shall also be communicated to the Bombay Stock Exchange Limited and National Stock Exchange of India Limited, Mumbai.
19. All documents referred to in the Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9:00 a.m. to 5:00 p.m.) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
20. The complete particulars of the venue of the Meeting including route map and prominent land mark for easy location are enclosed herewith. The route map of the Venue of the Meeting is already hosted along with the Notice on the website of the Company i.e. [www.gsk-ch.in](http://www.gsk-ch.in).



## EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

### Item No. 4:

As per Article 97 of the Articles of Association of the Company, all Directors of your Company, other than those appointed under Article 97A, 117 and 119, shall be appointed under the system of proportional representation once in every three years. Accordingly, the Directors appointed in the Annual General Meeting held on April 9, 2013, shall vacate office at the conclusion of the Annual General Meeting to be held on 5th August, 2016. Seven Directors will be appointed by the Members under the system of proportional representation in this meeting to hold office for a term of three years.

Notices under Section 160 of the Companies Act, 2013 have been received from Mr. Kunal Kashyap, Mr. P. Dwarakanath, Mr. Naresh Dayal, Mr. Mukesh H. Butani, Ms. Sangeeta Talwar, Mr. Jaiboy John Phillips and Mr. Vivek Anand proposing their own candidature for appointment as Directors of the Company. We are herein below giving details of all the persons to be appointed as Directors on the recommendations of Nomination and Remuneration Committee.

1. Mr. Kunal Kashyap (DIN: 00231891) is a Chartered Accountant by profession and is currently the Chairman and Managing Director of Allegro Capital Advisors Pvt. Ltd., a leading Investment Bank. Mr. Kashyap has a deep understanding of the Indian business environment, built over two decades of advising companies in the industry on fund raising, IPO, mergers and acquisitions and IP licensing. He was also founder and Executive Director of Celstream Technologies Pvt. Ltd., a leading software product engineering organisation. During the period 1994 to 2000, he was a global partner at Arthur Andersen and was responsible for building and developing the firms' practice in Southern India.

Mr. Kunal Kashyap is the Chairman of the Nomination and Remuneration Committee and also a member of the Audit Committee of the Company. Mr. Kunal Kashyap is a Director on the Board of Allegro Capital Advisors Pvt. Ltd., Allegro Capital Pvt. Ltd., Allegro Insurance Brokers Pvt. Ltd., Allegro Corporate Finance Advisors Pvt. Ltd., Zela Wellness Pvt. Ltd., Phase4 Partners Ltd., Mereo Biopharma Group Ltd., Mazumdar Shaw Medical Foundation Pvt. Ltd. and Aumqi Advisors Pvt. Ltd.

Mr. Kunal Kashyap does not hold by himself or for any other person on a beneficial basis, any shares in this Company.

Mr. Kunal Kashyap has given a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Mr. Kunal Kashyap fulfils the conditions for his appointment as an Independent Director of the Company as specified in the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and he is independent of the management. Copy of the draft letter for appointment of Mr. Kunal Kashyap as an Independent Director is available for inspection without any fee by the members at the Registered Office of the Company during normal hours on any working days excluding Saturday.

The Board considers that his association would be of immense benefit to the Company and it is desirable to appoint him as the Director of the Company.

The appointment being subject to the approval of the Members is placed for approval.

2. Mr. P. Dwarakanath (DIN: 00231713) serves as Head- Group Human Capital of Max India. Prior to this, he was the Director- Human Resources and Administration, India/ South Asia of GlaxoSmithKline (GSK). He brings rich and varied experience of over four decades. Mr. P. Dwarakanath has over 40 years of experience in Engineering, Chemical, Pharma and Consumer Goods industry in the core functional areas of Legal, Employee Relations, Management Development, Leadership Development and HR Management.

Mr. P. Dwarakanath has started his career as a Management Trainee of Shri Ram Group (DCM) and held several positions in Shri Ram Group (DCM) before he has joined GSK.

Mr. P. Dwarakanath has held several management positions in the various professional bodies. To name a few, he was the President of National Human Resources Development Network (NHRDN), President of Delhi Management Association (DMA), Regional President – Northern Region of All India Management Association (AIMA) and Treasurer of AIMA.

Mr. P. Dwarakanath has won several prestigious awards for his valuable contribution in the field of Human Resources including the "Pathfinders Award" and "Lifetime Achievement Award" by the National Human Resource Development Network; "HR Professional of the year" by Mid-Day in association with DAKS, London, the "Career Achievement Award" by GSK International, and "Chairman's Award" by Max India.

He holds B.Sc., B.L. and P.G.D.M. (P.M. & I.R.).

Mr. P. Dwarakanath is the Chairman of the Corporate Social Responsibility Committee and Investor Grievance and Stakeholders' Relationship Committee and a member of the Nomination and Remuneration Committee of the Company.

Mr. P. Dwarakanath is also a Director on the Board of Pharmax Corporation Ltd., Peoplestrong HR Services Pvt. Ltd., Malsi Estates Ltd., ABK Consultants Pvt. Ltd., Grow Talent Company Ltd., Solace Hotels and Hospitality Services Pvt. Ltd. and Max Ventures Pvt. Ltd.

He is also a member in the Nomination and Remuneration Committee of Grow Talent Company Ltd.

Mr. P. Dwarakanath does not hold by himself or for any other person on a beneficial basis, any shares in this Company.

Mr. P. Dwarakanath has given a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Mr. P. Dwarakanath fulfils the conditions for his appointment as an Independent Director of the Company as specified in the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and he is independent of the management. Copy of the draft letter for appointment of Mr. P. Dwarakanath as an Independent Director is available for inspection without any fee by the members at the Registered Office of the Company during normal hours on any working days excluding Saturday.

The Board considers that his association would be of immense benefit to the Company and it is desirable to appoint him as the Director of the Company.

The appointment being subject to the approval of the Members is placed for approval.

3. Mr. Naresh Dayal, (DIN: 03059141) IAS, has worked with the Government of India for 37 years in various positions at the State and Centre. In the state of Uttar Pradesh, he has served as District Magistrate, Barabanki and Lucknow; Divisional Commissioner Agra, Faizabad and Lucknow Divisions; Principle Secretary, Home and Internal Security and Principal Secretary to the Chief Minister.

In the Government of India, Mr. Naresh Dayal has served as Joint Secretary (Exploration) in the Ministry of Petroleum and Natural Gas; Additional Secretary in the Ministry of Environment and Forests and Secretary, Ministry of Health and Family Welfare. As Secretary, Ministry of Health and Family Welfare, Mr. Dayal has been responsible, among other things, for all policies and programs in Public Health, supervising National Health Authorities, assessing and devising the policies for the country's manpower requirements in health.

Mr. Naresh Dayal holds a Masters degree in Arts from University of Delhi and also in Professional Studies (Agriculture) from Cornell University, USA.

Mr. Naresh Dayal is a member of the Corporate Social Responsibility Committee and Investor Grievance and Stakeholders' Relationship Committee of the Company.

Mr. Naresh Dayal does not hold by himself or for any other person on a beneficial basis, any shares in this Company.

Mr. Naresh Dayal has given a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Mr. Naresh Dayal fulfils the conditions for his appointment as an Independent Director of the Company as specified in the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and he is independent of the management. Copy of the draft letter for appointment of Mr. Naresh Dayal as an Independent Director is available for inspection without any fee by the members at the Registered Office of the Company during normal hours on any working days excluding Saturday.

The Board considers that his association would be of immense benefit to the Company and it is desirable to appoint him as the Director of the Company.

The appointment being subject to the approval of the Members is placed for approval.

4. Mr. Mukesh H. Butani (DIN: 01452839) is a specialist in Corporate International tax and transfer pricing and has significant experience in advising Fortune 500 multinationals and Indian business houses on a wide range of matters relating to FDI policy, business re-organisations, cross-border tax structuring and tax controversy across a range of sectors.

Mr. Mukesh H. Butani has several authorships to his credit – including works published by LexisNexis Butterworths and a treatise on Transfer Pricing Dispute Resolution for the Cambridge University Press. His other authorships include the Wolters Kluwer CCH online guide to Transfer Pricing in Asia and titles on Business Restructurings and Customs Valuation, co-authored for the International Bureau of Fiscal Documentation (IBFD). He has consistently featured among the leading international tax and transfer pricing advisors in independent surveys, most notably the Euromoney's International Tax Review, Legal Review Expert Guides (2002 to 2016), Asia Law Leading Lawyers, Chambers & Partners and Legal Who's Who of Corporate Tax Lawyers. Mukesh has been ranked as the top Tax Controversy Leader in India by International Tax Review (2013, 2014, and 2015).



Mr. Mukesh H. Butani is a graduate in Commerce from the University of Bombay and holds a bachelor's degree in law. He qualified as a Chartered Accountant in 1985 and is enrolled as an Advocate with the Bar Council of Delhi and practices in Supreme Court of India. He was a member of Focus Group on Administrative practices on tax disputes under the Tax Administration Reform Commission (TARC) set up in August 2013 by MoF. He is founder member (2015) of ITRAF, a think tank to undertake research and analysis in international taxation to ensure superior tax policy and effective tax administration in India.

Mr. Mukesh H. Butani is a Director on the Board of Taxand Advisors Pvt. Ltd., BMR Global Services Pvt. Ltd., Peoplestrong HR Services Pvt. Ltd. and International Tax Research and Analysis Foundation.

Mr. Mukesh H. Butani is also a Chairman of the Audit Committee and a member of the Remuneration and Nomination Committee and Corporate Social Responsibility Committee of the Company.

Mr. Mukesh H. Butani does not hold by himself or for any other person on a beneficial basis, any shares in this Company.

Mr. Mukesh H. Butani has given a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Mr. Mukesh H. Butani fulfils the conditions for his appointment as an Independent Director of the Company as specified in the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and he is independent of the management. Copy of the draft letter for appointment of Mr. Mukesh H. Butani as an Independent Director is available for inspection without any fee by the members at the Registered Office of the Company during normal hours on any working days excluding Saturday.

The Board considers that his association would be of immense benefit to the Company and it is desirable to appoint him as the Director of the Company.

The appointment being subject to the approval of the Members is placed for approval.

5. Ms. Sangeeta Talwar (DIN: 00062478) in a career spanning over 30 years has worked across large businesses of European, American and Indian corporations. During her early years with Nestle in India, she helped to craft, create, launch and established what became a marketing legend in its time – Maggi Noodles. She became Marketing Director for Nestle India and worked as VP Human Resources for the company (including factories) and as a Strategic advisor at the Nestle international HQ in Switzerland. She then joined Mattel India as CEO and Managing Director.

Subsequently she moved to Tata Tea as Executive Director and was appointed as President-South Asia for the Tata Global Beverages Group, the consolidated entity. During her time Tata Tea became the largest Tea brand in India by value and volume. She also led the launch of the "Jaago Re" campaign, the first social marketing campaign in India, which won international acclaim and several awards. She was appointed Managing Director of NDDB Dairy Services and spearheaded the design and establishment of an innovative business model for creating sustainable livelihood for dairy farmers in rural India. During her time 2 large Producer companies (farmer equity based) were launched with 100,000 farmers as shareholders. Both companies are profitable.

Ms. Sangeeta Talwar has served on several Boards-Tata Global beverages, Eight O'clock Coffee (USA), Oriental Hotels (company managing the Taj Hotels), Mother Dairy Fruit & Vegetable Pvt. Ltd. and IIM Kolkata. She has also been featured in Business Today's 30 Most Powerful Women in Indian Business, India Today Woman in the Corporate World and Women Super Achievers Award for Outstanding Contribution to Social Marketing.

Ms. Sangeeta Talwar is a member of the Audit Committee of the Company.

Ms. Sangeeta Talwar is a Director on the board of Manipal Global Education Service Pvt Ltd, Religare Enterprises Ltd., SembCorp Green Infra Ltd., Mahindra First Choice Wheels Ltd., HCL Infosystems Ltd. and Fly Vision Consulting LLP.

Ms. Sangeeta Talwar is Chairman of the Corporate Social Responsibility Committee and Stakeholders' Relationship Committee and member of Nomination and Remuneration Committee and Audit Committee of HCL Infosystems Ltd. Ms. Sangeeta Talwar is also Chairman of Corporate Social Responsibility Committee and member of Audit Committee and Risk Committee of Manipal Global Education Services Pvt Ltd. She is also member of Corporate Social Responsibility Committee, Stakeholders' Relationship Committee, Assets Liability Committee and Risk Management Committee of Religare Enterprises Ltd, member of Audit Committee and Nomination and Remuneration Committee of Mahindra First Choice Wheels Ltd and member of Audit Committee, Corporate Social Responsibility Committee and Nomination and Remuneration Committee of SembCorp Green Infra Ltd.

Ms. Sangeeta Talwar does not hold by herself or for any other person on a beneficial basis, any shares in this Company.

Ms. Sangeeta Talwar has given a declaration that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Ms. Sangeeta Talwar fulfils the conditions for her appointment as an Independent Director of the Company as specified in the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and she is independent of the management. Copy of the draft letter for appointment of Ms. Sangeeta Talwar as an Independent Director is available for inspection without any fee by the members at the Registered Office of the Company during normal hours on any working days excluding Saturday.

The Board considers that her association would be of immense benefit to the Company and it is desirable to appoint her as the Director of the Company.

The appointment being subject to the approval of the Members is placed for approval.

6. Mr. Jaiboy John Phillips (DIN: 01417171) joined the Company w.e.f. January 2, 2012 with a strong FMCG background and a track record for successful implementation of the End-to-end Supply Chain transformation programme. Over the last 4 years in GSK Consumer, he has played a critical role in delivering a Change agenda that is characterised by integrating all verticals of Supply Chain namely, Procurement, Customer Service & Logistics, Manufacturing, Safety, Quality, Compliance, Sustainability, NPI, Projects and GPS. Delivering world class Customer Service has been the central purpose of the entire Supply Chain. Along with that embedding, Gross Margin Improvement (5% yoy COGS Savings), Sales & Operation Planning Process, Stage & Gate process for New Products, Talent review have been a few of the best in class processes that he has institutionalized. The fundamentals or bedrock of Supply Chain namely; Safety, Quality, Compliance and Sustainability (CO<sub>2</sub> emission reduction, water consumption reduction and waste reduction) are mantras that he has embedded as living standards for all in Supply Chain.

The appointment of Mr. Jaiboy John Phillips is in the best interest of the Company and the remuneration is commensurate with the position held by Mr. Jaiboy John Phillips. The approval of the Members is being sought to the terms, conditions and remuneration payable to Mr. Jaiboy John Phillips as the Whole-time Director of the Company.

Mr. Jaiboy John Phillips does not hold by himself or for any other person on a beneficial basis, any shares in this Company.

Mr. Jaiboy John Phillips is not a Director in any other Company.

The appointment being subject to the approval of the Members is placed for approval.

7. Mr. Vivek Anand (DIN: 06891864) joined the Company on June 1, 2015 as Director Finance – India Sub-Continent. Mr. Vivek Anand is a finance professional with a degree in Chartered accountancy and intensive work experience of 21 years primarily with FMCG industry in India, Singapore and Bangladesh. Though an FMCG person, Mr. Vivek Anand has had an opportunity to work in the telecommunications sector (with Telenor, India) hence adding the dynamism of this fast changing and highly competitive industry to his diversified experience across geographies.

Mr. Vivek Anand is responsible for efficient operations of Finance, Treasury, Taxation, Insurance, Internal & Statutory Audit functions. As member of India Leadership Team of the Company, he contributes towards determination of local business strategy, meeting its sales & operating profit targets, as well as to shape the organization to meet the challenges for the future.

The appointment of Mr. Vivek Anand is in the best interest of the Company and the remuneration is commensurate with the position held by Mr. Vivek Anand. The approval of the Members is being sought to the terms, conditions and remuneration payable to Mr. Vivek Anand as the Whole-time Director and CFO of the Company.

Mr. Vivek Anand is a member of the Corporate Social Responsibility Committee and Investor Grievance and Stakeholders' Relationship Committee of the Company.

Mr. Vivek Anand does not hold by himself or for any other person on a beneficial basis, any shares in this Company.

Mr. Vivek Anand is not a Director in any other Company.

The appointment being subject to the approval of the Members is placed for approval.

#### **Memorandum of Interest:**

Mr. Kunal Kashyap, Mr. P. Dwarakanath, Mr. Naresh Dayal, Mr. Mukesh H. Butani, Ms. Sangeeta Talwar, Mr. Jaiboy John Phillips and Mr. Vivek Anand are interested in the resolution to the extent specified therein.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise.